

PEOPLElogy Berhad
(Registration No. 202301050253 (1544167-M))
(Incorporated in Malaysia under the Companies Act, 2016)

IN RELATION TO THE

**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE
(9 SEPTEMBER 2024)**

APPENDIX IV

Terms of Reference of Nomination Committee

This terms of reference (“**TOR**”) sets out the matters concerning the governance of the Nomination Committee (“**NC**”). The NC was established by the Board of Directors (“**Board**”) of PEOPLEogy Berhad (“**PPLG**” or “**Company**”) and its subsidiaries (“**Group**”) on [9 September 2024].

1. Objectives

The principal objective of the NC is to assist the Board in the screening of individuals prior to appointment as members of the Board. This is to ensure an appropriate mix of skills, knowledge, experience, independence, competencies, and diversity (including diversity in age, cultural background and gender) in compliance with the recommendation of the Malaysian Code of Corporate Governance (MCCG) Guideline issued by the Securities Commission Malaysia.

Ensure Board nomination and election process of directors and criteria used by the NC in the selection process are in place .

The NC will also review the appropriate structure and process for selection of key senior management, succession planning and development of the Company and the Group.

The NC will also assess the effectiveness and contribution of the Board as a whole and each individual Director, the Board Committees and senior management of the Group on an on-going basis.

2. Duties and Responsibilities

2.1. Annual Review of the Board and Board Committees

The NC shall develop, maintain and review the criteria for evaluating the performance of the Board and Board committees and each individual Director including the performance in addressing the Group’s material sustainability risks and opportunities.

The NC shall, as determined by the Board, on an annual basis –

- (a) Review the structure and adequacy of the composition mix of skills, knowledge, diversity, experience and other qualities including core competencies possessed by each individual Director and senior management, to achieve the Company’s objectives.
- (b) Lead the review of the effectiveness of the Board as a whole, the Board Committees, including this NC, and the contribution of each individual Director, in their respective roles as Chairman, Executive Director or Independent Director, towards the achievement of the Company’s objectives.
- (c) Assess the independence of each of the Independent Directors to ensure that independence will be maintained to provide the appropriate scrutiny, impartiality, check and balance of the Executives and senior management.
- (d) As the office of a Director will become vacant if the said Director is absent from more than 50% of the total number of Board meetings held during the financial year, the NC shall review the attendance record of each member of the Board to satisfy itself that no Director was absent from more than 50% of the total number of Board of Directors held during the financial year.

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The Committee will review the results of the annual performance review and evaluation of the Board and Board Committees and thereafter, report its findings and recommendation, if any, for the Board's deliberation and, where applicable, approval.

2.2. Assessment of New Appointments

In the event of any vacancy on the Board or the Board's decision to appoint new directors, the NC shall review and evaluate candidates proposed by the Board, management, shareholders or from any other source taking into consideration the following criteria in their evaluation –

- required skill, knowledge, expertise, experience and competence;
- time commitment, character, professionalism and integrity;
- diversity in age, gender, culture, experience and independence;
- number of directorships in companies (including non-listed companies) outside the PEOPLElogy Group;
- specialist knowledge or technical skill;
- criteria set out in the Directors' Fit and Proper Policy;
- any business interest or relationship that may result in a conflict of interest that could affect the performance of the proposed role; and
- when evaluating role of an independent director, the candidate's ability to exercise impartiality in the discharge responsibilities as expected of an Independent Director.

Where the need arises, the NC will also consider, screen and recommend to the Board, Directors or officers of the Company to Board committees and candidates for all directorship of the Group. The actual decision as to who shall be nominated shall be the responsibility of the Board.

2.3. Re-election and Appointment

- Ensure that every Director is subject to retirement at least once in every three (3) years. A retiring director is eligible for re-election.
- Assess and recommend the retirement and re-election of Directors retiring in accordance with statutory provisions and Bursa Malaysia Securities Berhad's ACE Market Listing Requirements. The recommendation for re-election of retiring Directors shall take into consideration the criteria as set out in the Directors' Fit and Proper Policy and shall be contingent upon the satisfactory evaluation of their performance and contribution to the Board.
- The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. After a cumulative term of nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director.

However, if the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek shareholders' approval annually.

If the Board continues to retain the Independent Director after year twelfth (12th), the Board should provide justification and seek shareholders' approval annually through a two-tier voting process.

2.4. Succession Planning

To give consideration to succession planning for Directors and other senior management, taking into account the challenges and opportunities facing the Group and the skills, expertise, qualification and gender diversity needed on the Board and the senior management in the future.

To review the leadership needs of the Group, both executive and non-executive, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace.

2.5. Induction Training and Training Needs Analysis

2.5.1. Review and define orientation and induction plans for new Directors.

2.5.2. Review the Directors' continuing education programmes.

2.5.3. Assess annually the training needs of each Director, review the fulfilment of such training, and disclose details in the annual report as appropriate.

2.6. Other Responsibilities

2.6.1. To establish and periodically review the policies framework which formalized the Group's approach and commitment towards an effective Board.

2.6.2. To keep up-to-date and be fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates.

2.6.3. The NC shall produce a report to be included in the Company's annual report about its activities in the discharge of its duties and the process used to make appointments and explain if external advice or open advertising has not been used.

2.6.4. To consider and examine all such other matters as the NC considers appropriate or as directed by the Board.

Notwithstanding anything stated above, the NC does not have executive powers and shall report to the Board of Directors on matters considered and its recommendations thereon, pertaining to the Company and the Group.

3. Director's Fit & Proper Policy ("Policy")

Amongst other criteria stated herein this document, the NC shall take into specific consideration the criteria as set out in the Director's Fit & Proper Policy in its evaluation and assessment of individuals, whether for directorship of the Company or Group or for senior management, whether for appointment or re-election, suitability for appointment or re-election upon statutory retirement.

The NC will monitor compliance with the Policy and review the Policy regularly to ensure it remains relevant and appropriate. Any amendments or revisions required shall be recommended to the Board for approval.

4. Composition of the NC

- NC members shall be elected by the Board to perform the role of the NC.
- Pursuant to Rule 15.08A(1) of ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), a listed corporation must establish a nominating committee which comprises exclusively of Non-Executive Directors ("**NED(s)**") and a majority of them must be Independent Non-Executive Directors ("**INED(s)**" or "**Independent Director(s)**").
- If a member of the NC retires, resigns, passed away and/or for any other reason ceases to be a member resulting in the number of members be reduced to below three, the Board shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum of three (3) members.
- The chairman of the Board shall not be appointed as a member of the NC.
- In the event of any vacancy in the NC resulting in the number of members falling below three (3), the vacancy shall be filled no later than six (6) months of the vacancy.
- NC members, including the chairman, shall hold office only for so long as they serve as Director of the Company.
- NC members may relinquish their membership in the NC with prior written notice to the Secretary.

5. Chairman

The Chairman of the NC ("Chairman") shall be elected from amongst the NC members as approved by the Board.

In the absence of the Chairman, any member of the NC present shall elect a chairman for the meeting from amongst themselves.

The Chairman of NC shall report to the Board on its proceedings after each meeting on all matters with its duties and responsibilities.

6. Secretary and Minutes of Meeting

- 6.1. The Company Secretary of the Company shall be the Secretary of the NC.
- 6.2. The Secretary shall be responsible for drawing up the agenda in consultation with the Chairman. The agenda together with relevant explanatory papers and documents shall be circulated to NC members prior to each meeting.
- 6.3. The Secretary shall issue and circulate the notice of NC meetings confirming the venue, time and date at least seven (7) clear days before each meeting to the NC members and all those who are required to attend the meeting. Notice can be sent by post, hand, facsimile, electronic mail or by any means of telecommunication in a permanent written form.
- 6.4. The Secretary shall be responsible for keeping the minutes of the meetings of the NC and circulating them to the NC members
- 6.5. The Secretary must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the ACE Market Listing Requirements of the Bursa Malaysia Securities Berhad or other regulatory requirements.
- 6.6. The Secretary shall ensure that all assessments and evaluations carried out by the NC in the discharge of all its functions would be properly documented.
- 6.7. The Secretary shall be responsible for preparing and circulating the minutes of the NC meetings promptly to the NC members and table the same to the Board for notation.
- 6.8. Confirmed minutes are to be signed by the Chairman of the said meeting or by the Chairman of the subsequent meeting and thereafter circulated to other Board members.

7. Meetings

- 7.1. The NC shall meet for the dispatch of business, adjourn or otherwise regulate their meetings at least twice a year or more frequently as when deemed necessary. The Chairman has the discretion to call for additional meetings as and when deemed necessary.
- 7.2. The Secretary shall, on the requisition of any NC members, summon a meeting of the NC. Except in the case of an emergency, at least 7 (seven) days' notice should be given to NC members of every NC meeting.
- 7.3. Where necessary, the NC may invite other Directors, executives or engage external third party advisors or experts to advise the NC or to discuss the performance of Executive Directors Senior Management or any company executives or for any other matters.
- 7.4. NC members may participate in meetings by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

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7.5. A resolution in writing, signed or approved by majority of the members of the NC, shall be as effectual as if it has been passed at a meeting of the NC duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more NC members. Such resolution may be approved by letter, electronic mail or other electronic communication.

8. Quorum

In order to form a quorum for the NC meeting, a majority of the NC must be present at the NC meeting.

9. Reporting to the Board

The NC Chairman shall report on the outcome of each NC meeting to the Board. The report would consist of the nature and extent of the functions performed by NC and may make such recommendations to the Board as it may think fit.

10. Review of the Terms of Reference

These terms of reference will be reviewed and updated as and when necessary amongst other reasons to fulfill such other requirements as prescribed by the Bursa Malaysia Securities Berhad and/or to align with recommended best practices and proper corporate governance.

Any changes to these terms of reference will be subjected to the approval of the Board of Directors.

DIRECTORS' FIT AND PROPER POLICY

1. Introduction

The Board of Directors ("**Board**") of PEOPLElogy Berhad ("**the Company**") is cognizant that a formal, rigorous and transparent process for the appointment and re-election of Directors should be put in place based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender in evaluating whether a Director has the character, experience, integrity, competence and time to discharge his role effectively.

To achieve this, the Fit and Proper Policy ("**the Policy**") was established and adopted to guide the Nomination Committee ("**NC**") and the Board in their review and assessment of candidates that are to be appointed on the Board as well as the Directors who are seeking for re-election based on the following considerations, which are to be assessed individually and collectively.

2. Criteria

For the purpose of establishing whether a person is fit and proper to hold a key responsible person position, the company shall have regard to the person's:

a) Character and Integrity

- i. Probity
 - is compliant with legal obligations, regulatory requirements and professional standards.
 - has not been obstructive, misleading and untruthful in dealings with regulatory bodies or a court.
- ii. Personal integrity
 - has not engaged and participated in any business practices which are deceitful, oppressive improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct.
 - service conduct (i.e. in the capacity of management or director) had not been terminated in the past due to concerns on personal integrity.
 - has not abused other positions (i.e. political appointment) to facilitate government relations for the Company in a manner that contravenes the principles of good governance.
- iii. Financial integrity
 - manages personal debts or financial affairs satisfactorily.
 - demonstrates the ability to fulfil personal financial obligations as and when they fall due.
 - not an undischarged bankrupt or been a subject of a judgement debt which has not been satisfied in whole or in part and demonstrates the ability to fulfil personal financial obligations as and when they fall due, whether in Malaysia or elsewhere.

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- iv. Reputation
 - is of good reputation in the financial and business community or industry.
 - has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.
 - has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.

- b) Experience and Competence**
 - i. Qualifications, training and skills
 - possesses The person possesses the appropriate qualifications and functional and technical expertise that are relevant to the skill set that the Director is earmarked to bring to bear onto the Group
 - has a considerable understanding of the Company's businesses.
 - possesses general management skills as well as understanding of corporate governance and sustainability issues.
 - keeps knowledge current based on continuous professional development.
 - possesses leadership capabilities and a high level of emotional intelligence.

 - ii. Relevant experience and expertise
 - possesses relevant experience and expertise with due consideration given to the past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.

 - iii. Relevant past performance or track record
 - had a career of occupying a high-level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations.
 - possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

- c) Time and Commitment**
 - i. Ability to discharge role having regard to other commitments
 - able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across listed issuers and non-listed entities (including not-for-profit organisations).

 - ii. Participation and contribution in the board or track record
 - demonstrates a willingness to participate actively in board activities.
 - demonstrates a willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.
 - manifests passion in the vocation of a director.
 - exhibits ability to articulate views independently, objectively and constructively.
 - exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others.

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- iii. Directorship in other companies
 - The directorships held by any Director at any one time shall not exceed five (5) listed companies.

3. Review

The NC will monitor compliance with the Policy and review the Policy periodically to ensure it remains relevant and appropriate. Any amendments or revisions required shall be recommended to the Board for approval.

This Policy is adopted and approved by the Board of Directors on 9 September 2024.