ARVEX BERHAD
[Registration No. 202501045449 (1646857-P)]

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1.0 MEMBERSHIP

1.1 The Nomination Committee ("NC") of Arvex Berhad ("the Company") shall consist of not less than three (3) Directors appointed by the Board of Directors ("the Board"), of whom should be exclusively Non-Executive Directors, a majority of whom must be Independent Director.

1.2 No Alternate Director shall be appointed as the Member of the NC unless the Alternate to the NC Member.

1.3 The Chairman shall be elected by members of the NC. The NC is chaired by an Independent Director or the Senior Independent Director. In the absence of the NC Chairman, the remaining members present shall elect one of their members to chair the meeting.

1.4 A Secretary shall be nominated by the NC.

1.5 A member who wishes to retire or resign from the NC shall notify the Board in writing.

1.6 If a member, for any reason, ceases to be a member, the Board shall appoint a new member so that the number of members does not fall below three (3).

1.7 The office of a member shall become vacant upon the member's resignation/ retirement/removal or disqualification as a Director of the Company or determined by the Board.

1.8 The Chairman of the Board should not be a member of the Committee.

2.0 DUTIES, POWERS AND RESPONSIBILITIES

2.1 The NC shall make recommendations to the Board on the appointment of new Executive Directors, Non-Executive Directors and Senior Management, including making recommendations to the composition of the Board generally and the balance between Executive Directors and Non-Executive Directors appointed to the Board. The NC shall keep under review the leadership needs of the organization with a view of ensuring the continued ability to compete effectively in the organization's marketplace.

2.2 Without prejudice to the generality of the foregoing, the NC shall: -

2.2.1. review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, time commitment and length of service) of the Board and Board Committee as well as Senior Management at least annually; and make recommendations to the Board with regards to any adjustment that are deemed necessary.

2.2.2. to consider taking reasonable steps in ensuring that woman candidates are sought as part of the recruitment exercise and thereafter, to recommend to the Board for consideration if there is a suitable female candidate has been identified.

2.2.3 consider the election criteria and develop procedures for the sourcing and election of candidates to stand for election by the Company's shareholders ("Shareholders") or to fill casual vacancies of Directors. In identifying suitable candidates, the NC shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board. The nomination and the election process should be disclosed in the Annual Report.

2.2.4 the Directors appointed or to be appointed should be able to devote the required time to serve the Board effectively and the Board should consider the existing Board positions held by a Director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the Company should be avoided.

2.2.5 identify and nominate candidates to the Board for it to recommend to Shareholders for election as Directors. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders (as the case may be) to enable them to make an informed decision.

2.2.6 the Company should disclose in its annual report how candidates for Non-Executive Director positions were sourced including whether such candidates were recommended by the existing board members, management or major shareholders. In making recommendations, the NC should seek professional advice from independent search firms, if necessary. If the selection of candidates was solely based on recommendations made by the existing board members, management or major shareholders, the NC should explain why other sources were not used.

2.2.7 determine the suitability and eligibility of nomination candidates for the approval of the Board, to fill Board vacancies as and when they arise as well as put in place plans for succession, in particular for the Chairman and Managing Director as well as Senior Management of Company. If the NC determines that a Director, who has one or more of the relationships that could interfere with his exercise of independent business relationship judgment, is in fact independent, it should disclose in full nature of the Director's relationship and bear responsibility for explaining why he should be considered independent.

2.2.8 shall decide whether or not a Director is able to and has been adequately carrying out his/her duties as a Director, particularly when he/she has multiple board representatives.

2.2.9 assess annually the term of office and performance of the audit committee and each of its members to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference.

2.2.10 In the case of candidates for the position of Independent Non-Executive Director, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from an Independent Non-Executive Director. An Independent Director shall be a person who is not, and has not been within the last 3 years, an officer (except as an independent director) of the said Corporation. For this purpose, "officer" has the meaning given in Section 2 of the Companies Act 2016.

2.3 The NC shall undertake an assessment of its Independent Directors annually. The activity shall be disclosed in the Annual Report of the Company and in any notice of a general meeting for the appointment and re-appointment of Independent Directors.

2.4 The NC shall review and assess the training needs of each of the Directors regularly, and disclose details in the Annual Report and Corporate Governance Report as appropriate.

2.5 The NC shall have due regard to the principles of governance and code of best practice and shall liaise with the Board in relation to the preparation of the NC's report to shareholders (in the annual report) as required.

2.6 The NC shall develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors and decide how the performance of the Board as a whole and Members of the Board may be evaluated and propose objective performance criteria, key areas for improvement and the requisite follow-up actions. The criteria for assessment of Directors shall include attendance record, intensity of participation at meetings, quality of interventions and special contributions.

2.7 The NC should ensure that the composition of the Board is refreshed periodically. The tenure of each director should 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.

2.8 To assess the fit and proper for the recruitment or appointment of Director (including re-election/ re-appointment) based on the following criteria:

- compatibility within the overall composition of the Board to match the profile and activities of the Company;
- willingness to act or continue to act as a Director of the Company after being made aware of his/her responsibilities as a Director;
- the Director is or willing to be familiar with the Company's business activities and its operating environment;
- the Director has the ability to attend board meetings, either physically or virtually, based on the form of participation required;

- the multiple directorships of the Director do not result in a conflict of interest with the Company, puts the Director in a position where commercially sensitive information could be misused against the Company or cause the Director to be unable to provide the required time commitment to the Company;

- The Director is not a director or shareholder of an entity in countries that are classified as high risk under the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001.

- No active politician shall be appointed, re-appointed, elected or re-elected as a Director on the Board or continue to serve as a Director. A person is considered an "active politician" if he is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.

2.9. There will be a formal, rigorous and transparent process for the appointment of directors (including reappointments) and Senior Management. The candidate selection process will be guided by clear criteria as required under the Listing Requirements and guidance in MCCG.

2.10. To ensure that measures have been put in place for the orderly succession of the Board and Key Senior Management through succession planning.

2.11. To engage a professional, experienced and independent party to facilitate the Board's effectiveness evaluation, if necessary.

2.12. The NC shall do any such things to enable the NC to discharge its powers and functions conferred on it by the Board.

2.11. The NC conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's Constitution or imposed by legislation.

2.12. The NC shall from time to time review the Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

2.13. Recommend to the Board, Directors on the change in the composition of the Board Committees.

2.14. Consider the size of the Board with a view to determine the impact of the number upon the Board's effectiveness and recommend it to the Board.

2.15. The Chairman of NC shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities as well as on any matter that should be bought to the Board's attention and provide recommendation of the NC that require the Board's approval at the Board meeting.

2.16. Facilitate Board induction programme for newly appointed Directors.

3.0 MEETINGS AND PROCEEDINGS

3.1 The meetings of the NC may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as foresaid.

3.2 A resolution in writing signed or approved by letter, telex or facsimile by a majority of members (of whom at least one must be an Independent Director) shall be effective for all purposes as if it were a resolution passed at a meeting of the NC duly convened, held and constituted. Any such resolution may consist of a single document or several documents all in like form each signed by one or more members.

3.3 Meetings of the NC will be held as the NC deems to be appropriate; however, the NC should meet at least once each year. Meetings should be organized so that attendance is maximized. A meeting may be called, at any other time, by the Chairman of the NC or any member of the NC. Any Director or management may be invited to the meetings.

3.4 The notice of each meeting of the NC, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the NC made available in advance (at least 7 days before the meeting date).

3.5 The quorum for decisions of the NC shall be any two members, including at least one Independent Director, present and voting on the matter for decision.

3.6 Each member present shall have one vote. All resolutions passed in the meeting shall be by majority votes. If the votes for and against a resolution are equal, the Chairman of the meeting shall have a casting vote.

3.7 The Chairman (or in his absence, an alternate to the member of the NC) of the NC shall attend the Annual General Meeting and be prepared to answer questions concerning the appointment of Executive and Non-Executive Directors and maintain contact as required with the Company's principal shareholders about the appointment of executive and Non-Executive Directors in the same way as for other matters.

3.8 Minutes of meetings shall be taken by the NC Secretary. Minutes of all meetings shall be confirmed by the Chairman of the meeting and circulated to all the members of the NC.

3.9 If the Chairman of the NC so decides the minutes shall be circulated to other members of the Board, any Director may, provided that there is no conflict of interest and with the agreement of the Chairman, obtain copies of the NC's minutes.

4.0 GENERAL

4.1 The NC in carrying out its tasks under these terms of reference may obtain such external or other independent professional advice as it considers necessary to carry out its duties.

4.2 The Board will ensure that the NC will have access to professional advice both internally and externally at the Company's expense in order for it to perform its duties.

4.3 The Terms of Reference may from time to time be amended or as and when required, subject to the approval of the Board.

5.0 REVISION OF THE TERMS OF REFERENCE

5.1 Any revision or amendment to the Terms of Reference, as proposed by the NC or any third party, shall first to be presented to the Board for its approval.

5.2 Upon the Board's approval, the said revision or amendment shall form part of the Terms of Reference and the Terms of Reference shall be considered duly revised or amended.

The Terms of Reference of Nomination Committee has been approved and adopted by the Board on 28 August 2026.