SCA SOLUTIONS BERHAD
[Registration No. 202501047718 (1649126-A)]
(Incorporated in Malaysia)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

1. OBJECTIVE

The primary objective of the Nomination Committee ("**NC**") is to establish a documented, formal and transparent procedure to support and advise the Board of Directors of the Company ("**Board**") in fulfilling their responsibilities to shareholders in ensuring the Board are comprised of individuals with an appropriate mix of skills, knowledge, experience and independent elements that fit the Company's objectives and strategic goals.

2. COMPOSITION

The members of the NC shall be appointed by the Board from amongst the directors of the Company ("**Directors**") and shall comprise exclusively of Non-Executive Directors, consisting at least three (3) members, a majority of whom are Independent Directors and who shall not be the Chairman of the Board.

The Chairman of the NC shall be an Independent Director or the Senior Independent Director elected from amongst the NC members and approved by the Board.

No alternate director shall be appointed as a member of the NC. The term of office and performance of the NC 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 their terms of reference.

If a member of the NC 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

i) The NC is authorised to seek any information it requires from management of the Company in order to perform its duties.

ii) The NC is authorised to call for any appropriate person or person to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.

iii) The NC is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its terms of reference.

4. DUTIES AND RESPONSIBILITIES

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

i) To ensure the composition of the Board is refreshed periodically and appointment of Directors and Senior Management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender according to the Fit and Proper Policy adopted by the Company;

(Note: each Directors shall have the character, experience, integrity, competence and time to discharge their role effectively).

ii) The NC shall develop, implement and periodically review a Fit and Proper Policy for the appointment and re-election of Directors;

iii) The NC may deliberate on, assess, and recommend to the Board any proposed suspension or termination of an Executive Director's service, taking into consideration the circumstances, performance, and the best interest of the Company;

iv) To assist and regularly review the Board's succession plans, taking into consideration, the present size, structure and composition of the Board and Board Committees as well as the required mix of skills, experience and competency required and make recommendations to the Board with regard to any adjustments that are deemed necessary;

v) To facilitate and evaluate the effectiveness of the Board as a whole, the various Board Committees and each individual Director's contribution to the effectiveness on the decision-making process of the Board, including an annual assessment of the Board performance in addressing material sustainability risks and opportunities and ensure that such considerations are appropriately integrated into the Group's strategic and operational decision-making;

vi) To give full consideration to succession planning for Directors and other key senior management in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future;

vii) To identify and make recommendation to the Board on new candidates for election/appointment to the Board or to fill board vacancies as and when they arise;

viii) To ensure that orientation and education programmes are provided for new members of the Board, where necessary;

ix) To annually review and assess the performance of the Board and key senior management in addressing the Group's material sustainability risks and opportunities, ensuring that sustainability considerations are effectively integrated into the Group's strategy, governance, and decision-making processes;

x) To recommend to the Board concerning the re-election/re-appointment of Director to the Board pursuant to the provisions in the Company's constitution and such re-election/re-appointment of Director shall be contingent on satisfactory evaluation of the director's performance and contribution to the Board;

xi) In determining the process for the identification of suitable candidates, the NC will ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated based on a prescribed set of criteria comprising but not limited to the following:

a) Skills, knowledge, expertise and experience;
b) Professionalism;
c) Integrity;
d) Existing number of directorships held;
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;
f) In the case of candidates being considered for the position of independent director, such potential candidates have the ability to discharge such responsibilities/functions as expected from independent non-executive directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "independent directors" prescribed by the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**AMLR**") and being able to bring independent and objective judgement to the Board; and
g) If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the NC should explain why these source(s) suffice and other sources were not used

Where required, the members of the NC would meet up with potential candidates for the position of director to conduct an assessment of the 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).

xii) To undertake an annual review of the training programmes attended by the Directors for each financial year as well as the training programmes required to aid the Directors in the discharge of their duties as Directors and to keep abreast with industry developments and trends; and

xiii) To assess on an annual basis, the appointment and re-appointment of Independent Directors. The tenure of an Independent Director should not exceed a cumulative term of nine (9) years according to the Malaysian Code of Corporate Governance and maximum of twelve (12) years according to the AMLR. 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 through a two-tier voting process. If in any event, the cumulative term exceed twelve (12) years, the Independent Director has to re-designate as Non-Independent Director.;

xiv) To provide a report summarising its activities for the year in compliance with the Malaysia Corporate Governance Code, Listing Requirements and any relevant regulations. The report can be incorporated into the corporate governance statement in the annual report or included as a separate report.

xv) The NC shall review the term of office and performance of the Audit and Risk Management Committee of the Company and each of its members annually to determine whether such committee have carried out their duties in accordance with their terms of reference.

xvi) To consider and examine such other matters as the Board considers appropriate.

5. MEETINGS OF THE NC

The NC shall meet at least once a year and as and when required.

Subject to the notice and quorum requirements as provided in this Terms of Reference, meeting of the NC 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. The decision that gained the majority votes shall be the decision of the NC. In the event of an equality of votes, the Chairman of the NC shall be entitled to a second or casting vote.

6. QUORUM

The quorum for a meeting of the NC shall consist of two (2) members, one of whom must be an Independent Director. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present. The nominated Chairman shall be an Independent Non-Executive Director.

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 NC, any other person required to attend and all other non-executive directors, at least five (5) business days before the date of the meeting. Supporting papers shall be sent to NC 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 NC. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the NC and ensure that the minutes are properly kept at the registered office of the Company and produced for inspection if required.

The minutes of the NC meeting shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

9. CIRCULAR RESOLUTION

A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the NC members present in Malaysia for the time being entitled to receive notice of a meeting of the NC, shall be as valid and effectual as if it had 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 of the members of the NC.

10. REVISION AND UPDATES

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

This NC's terms of reference will be published on the Company's website for public information.

END.

-Adopted on 13 January 2026-