



SD GUTHRIE BERHAD

NOMINATION & REMUNERATION COMMITTEE TERMS OF REFERENCE

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1. PURPOSE

- 1.1 The Nomination & Remuneration Committee (NRC) is established as a committee of the SD Guthrie Berhad (Guthrie) Board of Directors (Board) with the following primary objectives:

Nomination Function

- 1.1.1 To assist the Board in reviewing the appropriate size and balance of the Board, including appropriateness of non-executive participation, every two years.
- 1.1.2 To review the required mix of skills, experience, knowledge and responsibilities of the Directors of the Board.
- 1.1.3 To recommend members for appointments to the Board and Board Committees and to ensure appropriate assessment of Directors on an ongoing basis.
- 1.1.4 To ensure there is sufficient succession planning and human capital development focus in the Guthrie group of companies (Group).
- 1.1.5 To review potential conflict of interest/conflict of interest situations in relation to human resources related matters as provided in the Group Conflict of Interest Guidelines.

Remuneration Function

- 1.1.6 To recommend to the Board the remuneration framework for the Non-Executive Directors including the Non-Executive Chairman.
- 1.1.7 To set the policies and procedures on the remuneration framework, including reviewing and making recommendations to the Board on all elements relating to remuneration, terms of employment, reward structure and fringe benefits for the Group Managing Director (GMD), Executive Directors, and other key Management positions.
- 1.1.8 To set the policy and remuneration framework for employees of the Group.

Long Term Incentive Plan Function

- 1.1.9 To administer the Guthrie Long Term Incentive Plan (Guthrie Share Scheme) or any other incentive plan (whether by way of a cash scheme or a share scheme) implemented or to be implemented by the Company including, but not limited to, any cash bonus payment scheme or share option scheme and to do all acts and/or things and in such matter as it, in its discretion, deems fit to facilitate the administration, operation and management of any such incentive plan and to determine all questions of policy and expediency that may arise in relation to the same.
- 1.1.10 To do all acts and things and in such manner as it, in its discretion, deems fit and enter into any transaction, agreement, deed, document or arrangement and make such rules and regulations, and impose such terms and conditions relating to the administration of the Guthrie Share Scheme.
- 1.1.11 To determine all questions of policy and expediency that may arise in the administration of the Guthrie Share Scheme including, amongst others, the terms of eligibility of the employees of the Company and its subsidiaries, the method or manner in which the grants are awarded to and vested to the selected employees and any conditions imposed in relation thereto, and the termination of any grants of shares awarded under the Guthrie Share Scheme, and generally the exercise of such powers and performance of such acts as are deemed necessary or expedient to promote the best interests of the Company.
- 1.1.12 To delegate part of its power relating to the administration of the Guthrie Share Scheme.

2. COMPOSITION AND APPOINTMENT

- 2.1 The NRC members shall be appointed by the Board from amongst their number and shall consist of not less than four (4) members, all of whom shall be Non-Executive Directors, and a majority of whom shall be Independent Directors. The Chairman of the Board shall not be a member of the NRC.
- 2.2 No alternate Director shall be appointed as a member of the NRC.
- 2.3 The Chairman of the NRC shall be a Senior Independent Non-Executive Director or an Independent Non-Executive Director appointed by the Board.

- 2.4 The NRC members may relinquish their membership in the NRC with prior written notice to the Group Secretary. In the event of any vacancy arising in the NRC resulting in the number of members of the NRC falling below four (4), the vacancy shall be filled as soon as possible, but not later than three (3) months from any arising vacancy.

3. AUTHORITY

- 3.1 The NRC is authorised by the Board and at the expense of the Group to perform the following:
- 3.1.1 Secure the resources in order to perform its duties as set out in its terms of reference.
 - 3.1.2 Have full and unrestricted access to Group Human Resources Department, including without limitation, its information, records, properties and personnel.
 - 3.1.3 Obtain independent professional advice, service and/or expertise to perform its duties, or obtain the assistance of Management where necessary.
 - 3.1.4 Be directly responsible for compensation and oversight of such professional or legal advisor and shall have the sole authority to approve such advisor's fees and other retention terms in the event that the NRC retains any such independent professional advisor. Prior to the selection of such advisor, the Committee shall carry out an independent assessment of such advisor.
 - 3.1.5 Provide its recommendations to the Board for the Board's consideration and approval.

4. FUNCTIONS AND DUTIES

The main functions and duties of the NRC shall include, but are not limited to the following:

4.1 Nomination Functions and Duties

4.1.1 Assessment of Board Composition

- (a) Establish a policy formalising the Group's approach to Boardroom diversity (including diversity in gender, nationality, age, culture, skills, experience and independence).
- (b) Every two years evaluate, review and recommend to the Board the appropriate size of the Board, required mix of skills, experience and other qualities, including core competencies which Non-Executive Directors shall bring to the Board to ensure that these are in line with the Guthrie Group's requirements.
- (c) Consider and recommend any policy regarding the period of service of Non-Executive Directors, tenure of Independent Directors and the term of office of Board Committee members, including Chairmen of Board Committees.

4.1.2 Appointments

- (a) Consider and recommend to the Board the selection criteria for new appointments as Directors of Guthrie which may include:
 - Required skills, knowledge, expertise and experience;
 - Time commitment, character, professionalism and integrity;
 - Ability to work cohesively with other members of the Board;
 - Specialist knowledge or technical skills in line with the Group's strategy;
 - Diversity in age, gender and experience/background;
 - Number of directorships in companies outside the Group; and
 - Potential conflict of interest/conflict of interest situations.

The NRC shall be guided by the Directors' Fit and Proper Policy (*refer to Clause 4.1.4*) in their review and assessment of candidates that are to be appointed to the Board as well as Directors who are seeking re-election.

The NRC shall also consider and recommend to the Board the composition of the Board which must comprise a majority of Independent Directors and at least 30% women Directors. The Chairman of the Board shall not be a member of the Board Committees of Guthrie.

- (b) Consider the need to appoint a Senior Independent Non-Executive Director, and if deemed appropriate, recommend to the Board for approval. In considering the candidate for the position of a Senior Independent Non-Executive Director, the NRC shall assess the required knowledge and other qualities necessary for the effective discharge of his/her responsibilities.
- (c) Ensure that a formal letter of appointment setting out clearly the expected time commitment, Board Committee involvement, involvement outside Board meetings and protocol for accepting new Directorships is provided to the Non-Executive Directors upon appointment to the Board.
- (d) Identify, consider and recommend suitable persons for appointment as Directors of Guthrie, its Group as provided in the Group Policies and Authorities and members of the Board Committees, relying on sources from existing Board members, Management, major shareholders, independent search firms and other independent sources.
- (e) No Head of State (or equivalent) or Active Politician¹ may be appointed as a Director of Guthrie and its Group of Companies. Existing Directors who wish to be nominated as candidates in any election or are elected/appointed to hold a Head of State (or equivalent) or Active Politician position must resign from the Board.
- (f) Disclose in the Company's Corporate Governance Report how candidates for Board positions on the Board of Guthrie were sourced including whether such candidates were recommended by the existing Board members, Management or major shareholders and if the selection of candidates was solely based on recommendations made by existing Board members, Management or major

¹ An "Active Politician" refers to an individual who is either a head of government, minister or elected Member of Parliament, State Assemblyman or office bearer of a political party who hold office as the chairman, president, deputy presidents, vice-presidents, secretary general, deputy secretary general, treasurer and committee members whether at national level, state level or divisional level.

shareholders, the NRC should explain why other sources were not used.

(g) Appointment of Key Management Positions:

- Review and recommend to the Board the appointment, evaluation, acceptance of resignation, disciplinary actions and termination of the GMD position.
- Review and if deemed appropriate, endorse for the Board's approval, the recommendations of the GMD on the appointment, evaluation, promotion, acceptance of resignation, disciplinary actions and termination of the key Management positions of Guthrie and the Group. The key Management positions are set out in the Appendix.
- In the case of the Chief Financial Officer position, the NRC shall interview the candidate(s) as part of the review process. The NRC reserves the right to interview any key Management position candidate recommended by the GMD.
- Ensure that appointments of key Management positions are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

(h) Review and/or approve potential conflict of interest/conflict of interest situations in relation to human resources related matters (which include the hiring of family members and close personal relationships) pursuant to the Group Conflict of Interest Guidelines.

4.1.3 Retirement and Re-election

- (a) Ensure that every Director, including the Executive Directors, shall be subject to retirement at least once every three (3) years. A retiring Director shall be eligible for re-election.
- (b) Recommend to the Board, candidates for re-election of Directors by shareholders. The tenure of an Independent Non-Executive Director shall be limited to a cumulative period of nine (9) years without further extension.

Computation of the nine-year period starts from the first day a person is appointed as an independent director and is calculated based on such person's total years of service on a cumulative basis i.e. to aggregate the person's tenure as independent director in the Company and its related corporations.

4.1.4 Directors' Fit and Proper Policy

- (a) Establish and review the fit and proper policy for the appointment and re-election of directors of the Company and its subsidiaries. The policy serves to guide the NRC and Board in their review and assessment of candidates that are to be appointed to the Board as well as Directors who are seeking re-election.
- (b) Any candidate to be appointed or re-elected as a Director of the Guthrie Group must be assessed to meet the following overarching fit and proper criteria:
 - (i) Character and integrity
 - (ii) Experience and competence
 - (iii) Time and commitment

before a recommendation is made to the Board for approval.

- (c) Disclose the application of the Company's fit and proper policy in the nomination and election of its directors in the Company's annual report.

4.1.5 Succession Planning

- (a) The GMD shall assist the NRC in ensuring that an appropriate succession planning framework, talent management and human capital development programme is in place for the position of the GMD and key Management positions. The NRC shall be apprised of the progress of the programme on a regular basis, and at least once a year.
- (b) Oversee succession planning for the Board Chairman and Directors.

4.1.6 Annual Performance Assessment

- (a) Assist the Board in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and each Board Committee (including its size and composition), as well as the contribution of each individual Director. The method / approach of the assessment, outcome of the evaluation, actions taken and the impact of the evaluation on board composition (if any) shall be documented and disclosed in the annual report.
- (b) Develop, maintain and review the criteria for evaluating the Board's, and Board Committees' and each individual Director's performance.
- (c) Conduct a Board evaluation which is facilitated by a professional, experienced and independent party at least every three years.
- (d) The criteria used in the annual assessment should include the following:
 - will and ability to critically challenge and ask the right questions;
 - character, objectivity and integrity in dealing with potential conflict of interest situations;
 - commitment to serve the Company with due diligence and integrity;
 - confidence to stand up for a point of view; and
 - contribution and performance, calibre and personality.
- (e) Ensure that appropriate actions are taken based on the results of the annual assessments to continuously enhance the Board's overall performance and identify opportunities for improvement.

- (f) Review the terms of office and performance of the Governance and Audit Committee (GAC) and each of its members annually to determine whether the GAC and its members have carried out the duties in accordance with its terms of reference. The NRC shall seek the views of the Chairman of the GAC in its assessment of the performance of members of the GAC, other than of the Chairman himself/herself.

4.1.7 Training and Development

- (a) Recommend suitable orientation and training programmes to continuously train and equip new and existing Directors.
- (b) Ensure a statement is made by the Board in the Annual Report of Guthrie, containing a brief description on the type of training attended by Directors during the financial year.

4.2 Remuneration Functions and Duties

4.2.1 Review and recommend to the Board a formal and transparent remuneration policy and framework for Directors and Senior Management of Guthrie and the Group drawing on external consultants' advice as necessary. In doing so, the NRC should perform the following:

- (a) Ensure that compensation policies and packages of Directors and Senior Management are reflective of the Group's demands, complexities and performance as a whole as well as skills and experience required, and in line with the strategic objectives of the Company which rewards contribution to the long term success of the Company.
- (b) Ensure performance targets are in line with shareholders' interests, and with an appropriate balance between long term and short term goals.
- (c) Ensure alignment of the compensation scale to corporate performance, and that compensation offered is in line with current market practices by comparable companies, time commitment, responsibilities and employment conditions elsewhere within the Group and in the market.

- 4.2.2 Review and if deemed appropriate, endorse for the Board's approval, the annual bonus and salary increment framework for the Group, as recommended by the GMD, including the total quantum of payment.
- 4.2.3 Review and recommend to the Board the terms and conditions of service, remuneration, compensation and benefits package (including bonus and salary increment) of the GMD position.
- 4.2.4 Review and if deemed appropriate, endorse for the Board's approval, the recommendations of the GMD on the terms and conditions of service, remuneration, compensation and benefits package (including bonus and salary increment) of the key Management positions.
- 4.2.5 Review and recommend the extension of service, remuneration and compensation and benefits packages of the key Management positions who have reached the age of retirement.
- 4.2.6 Periodically review the remuneration framework, policies and procedures. For Board remuneration framework, a review to be undertaken every three (3) years.

4.3 Disclosure and Reporting

- 4.3.1 Ensure that a statement on its activities in the discharge of its duties for the financial year is included in the Company's annual report.
- 4.3.2 Ensure detailed disclosure on named basis of the remuneration of individual Directors stating the following:
 - (a) the remuneration received by the Directors of the Company, stating the amount they received from Guthrie and the Group respectively; and
 - (b) the amount in each component of the remuneration (e.g.: fees, salaries, bonuses, benefits-in-kind and other emoluments based on an estimated money value) for each Director.
- 4.3.3 Ensure detailed disclosure on named basis for the top five (5) Senior Management's remuneration components, which include salary, bonus, benefits-in-kind and other emoluments in bands of RM50,000.

4.4 Other Matters

- 4.4.1 Perform delegations of authority and responsibilities of the NRC as the NRC deems appropriate and periodically review such delegations.
- 4.4.2 Review and approve the Bumiputera Empowerment Agenda Key Performance Indicator (KPI) Targets and Achievement.

5. MEETINGS**5.1 Frequency**

- 5.1.1 The NRC shall meet on quarterly basis and at such other time(s) as it deems necessary to fulfil its responsibilities.
- 5.1.2 Other members of the Board and Management may attend meetings upon the invitation of the NRC.

5.2 Notice and Agenda

- 5.2.1 The Group Secretary shall issue and circulate the notice of the NRC meetings confirming the venue, time and date at least five (5) working days before each meeting to the Committee members and all those who are required to attend the meeting.
- 5.2.2 The agenda for each meeting including relevant documents and information requested by the NRC shall be circulated at least five (5) working days before each meeting to the NRC members and all those who are required to attend the meeting.
- 5.2.3 The NRC meeting agendas shall be the responsibility of the Chairman with input from the NRC members, and assisted by the Group Secretary. Where necessary, the agenda shall include input from Management or other persons deemed appropriate to participate in this process.

5.3 Quorum

- 5.3.1 The quorum for a meeting of the NRC shall be three (3) members, two (2) of whom shall be Independent Non-Executive Directors. In the absence of the Chairman, the members present shall elect a Chairman from amongst them to Chair the meeting.

5.4 Meeting Mode

- 5.4.1 A meeting of the NRC shall normally be conducted face-to-face to enable effective discussion; however, meetings may also be conducted via telephone conferencing, video conferencing or other appropriate means as determined by the NRC.
- 5.4.2 The NRC may from time to time and if deemed appropriate, consider and approve and/or recommend relevant matters via a Circular Resolution in writing, in lieu of formally convening a meeting. The Circular Resolution shall be as valid and effectual as if it has been passed by a meeting of the NRC duly convened. Approval of the NRC obtained by an NRC Circular Resolution must be signed or approved by a majority of the NRC members subject to 5.5.2.

5.5 Voting

- 5.5.1 All resolutions of the NRC shall be adopted by a simple majority vote, each member having one vote. In case of equality of votes, the Chairman shall have a second or casting vote.
- 5.5.2 An NRC member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation.

5.6 Meeting Minutes

- 5.6.1 The minutes of the meeting shall be action oriented, and record the deliberations and decisions of the NRC. Minutes shall include compiled Board instructions as Matters Arising for discussion at each NRC meeting to ensure proper follow through.
- 5.6.2 Minutes shall be distributed to NRC members and shall be approved by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting.
- 5.6.3 Copies of minutes of each meeting shall be distributed to all members of the Board.
- 5.6.4 The NRC, through its Chairman, shall update the Board on the activities undertaken by the NRC at each Board meeting.
- 5.6.5 Relevant members of Management shall be provided with the minutes and Matters Arising for follow up on key actions required.

5.7 Secretary

5.7.1 The Secretary to the NRC shall be the Group Secretary.

5.7.2 The Secretary shall organise and provide assistance at NRC meetings and have the following key responsibilities:

- ensure meetings are arranged and held accordingly;
- assist the Chairman in planning the NRC's activities;
- draw up meeting agendas in consultation with the NRC Chairman and draft its schedule of activities for the financial year;
- ensure structured communication channels between the Board and the NRC;
- ensure proceedings of meetings are recorded and the minutes circulated in a timely manner, and reviewed by the NRC before disseminating them to the Board;
- maintain the minutes; and
- ensure NRC recommendations presented to the Board are supported by papers that explain the rationale for the NRC's recommendations.

6. ANNUAL PERFORMANCE ASSESSMENT

6.1 The NRC shall perform a self-assessment annually to assess its effectiveness in carrying out the duties as set out in this terms of reference and report the results to the Board.

6.2 The Board shall review the composition, performance and effectiveness of the NRC and each of its members annually to ensure that the Committee has the right composition, and sufficient, recent and relevant skills and expertise to effectively fulfil their roles.

6.3 All such assessments shall be properly documented.

7. REVIEW OF THE TERMS OF REFERENCE

7.1 The NRC shall recommend any change to its terms of reference in such manner as the NRC deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirement. It shall also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the NRC's role.

THE APPENDIX:**List of Key Management Positions**

No.	Designation
1	President & Group Chief Executive Officer
2	Group Chief Financial Officer
3	Group Chief People Officer
4	Chief Business Officer
5	Chief Executive Officer, Upstream Malaysia
6	Chief Executive Officer, Minamas
7	Chief Executive Officer, New Britain Palm Oil Limited
8	Chief Executive Officer, SD Guthrie International
9	Chief Executive Officer, Global Trading
10	Chief Innovation & Technology Officer
11	Chief Sustainability Officer
12	Chief Legal & Risk Officer