

PADINI HOLDINGS BERHAD (50202-A)
NOMINATING AND REMUNERATION COMMITTEE CHARTER

1. Objectives

- 1.1 To assist the Board in establishing the principles for the selection of candidates for all new Board of Directors' and Board Committees' appointments and to provide a formal and transparent procedure for such appointments, selecting candidates for the election and re-election to the Board of Directors and prepares a proposal for the Board of Directors' decision.
- 1.2 To assist the Board in determining the broad policy and structure for the remuneration and incentive framework of each individual director (both executive directors and non-executive directors) and key senior management personnel and to make recommendations to the Board on the remuneration package.

In reviewing the remuneration structure, the Committee shall be guided by the policies set by the Company/Group.

2. Composition

The Committee and its Chairman shall be appointed by the Board and shall comprise not less than three (3) members, consisting exclusively of non-executive directors, a majority of whom must be independent. The Chairman shall be an Independent Director or the Senior Independent Director, where such person has been appointed / identified by the Board. A working secretary shall be designated to assist the Committee in obtaining the necessary information/resources.

3. Duties and authority

The Committee is authorized by the Board to obtain independent professional or other advice at the Company's expense and to invite outsiders with relevant experience and expertise to attend meetings if it considers this necessary. In carrying out its duties and responsibilities, the Committee shall have full, free and unrestricted access to the Company's records, properties and personnel to sufficiently discharge its duties.

The Committee shall:

- establish and review criteria for Board membership and evaluate and propose to the Board of Directors and/or the shareholders proposals for elections of candidates for Board membership as well as their election or removal. The Committee may dismiss candidates who do not meet the criteria for Board membership;
- ensure that the candidates to the Board of Directors shall possess the necessary qualifications and experience to discharge their duties. Newly appointed members of the Board of Directors shall receive an appropriate introduction into the business and affairs of the Company and the Group. If appropriate, the Committee shall arrange for further training;

- recommend to the Board, Directors to fill the seats on Board Committees;
- prepare the evaluation of the performance of the Board as a whole, the Committees of the Board, and the contributions, competencies, commitment and performance of each individual Director, annually;
- review the size, structure and composition of the Board with a view to determining the impact of the number upon its effectiveness;
- review succession planning for the Board;
- review and recommend to the Board the remuneration packages of each individual director (both Executive and Non-Executive) and key senior management personnel to reflect their involvement, responsibility undertaken, contributions and level of performance and to ensure that the remuneration packages are sufficient to attract, motivate and retain the Directors and personnel needed to pursue the long term growth and success of the Company and Group;
- review and recommend to the Board the targets for any performance related incentives schemes (financial and non-financial) for the executive directors and key senior management personnel; and
- review and reassess the adequacy of this Charter and its principles and submit proposed changes to the Board of Director for approval as and when required.

4. Meetings

Committee Meetings shall be held at least once (1) a year. At least two (2) members must be present to constitute a quorum. Additional meetings may be called at any time at the discretion of the Chairman of the Committee. The Company Secretary shall be the Secretary of the Committee and the minutes of each Committee meeting shall be tabled to the Board by the Chairman of the Committee. The Chairman may invite other members of the Board, Management or outside consultants to attend the meeting or make presentations.

Directors, whether executive or non-executive, should not participate in deliberations and voting on decisions on their re-election and own remuneration packages.