

	STRATUS GLOBAL HOLDINGS BERHAD	DOC. NO.	SGH-004-TORNC
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This Terms of Reference sets out the matters concerning the governance of the Nomination Committee (“NC”).

1.0 Purpose

- 1.1 The purpose of the NC is to assist the Board of Directors (“Board”) in reviewing the composition of the Board and Board Committees as well as conducting assessment of the effectiveness of Board members and Senior Management of Stratus Global Holdings Berhad (the “Company” or “STRATUS”) and its subsidiaries (collectively, the “Group”), underpinned by robust processes and procedures taking into consideration the needs of the board such as mix of skills, experience, industry knowledge and diversity. Senior Management refers to Executive Directors and C-suite members at Group level.
- 1.2 In the exercise of its functions, it is understood that the NC is generally not delegated with decision-making powers but shall report its recommendations to the Board for decision except otherwise stated in authoritative promulgations. The existence of the NC does not diminish the Board’s ultimate statutory and fiduciary responsibility for the decision-making relating to the functions and duties of the NC.

2.0 Powers and Authority

- 2.1 The NC shall have the authority to deliberate and make recommendation to the Board within its primary duties and responsibilities as set out in this Terms of Reference.
- 2.2 Unless otherwise provided by or subject to any applicable laws or legislative requirements, the NC shall have the permission to obtain resources needed to fulfil its duties and responsibilities as set out in this Terms of Reference based on an agreed-upon procedure and at the expense of the Group, such as:
 - a) Have full and unrestricted access to information, records, properties and employees of the Group including access to a budget approved by the Board to enable NC to discharge its functions effectively.;
 - b) To obtain advice and support of the Company Secretary and key Senior Management in the Human Resources Department; and
 - c) To obtain professional and independent advice from external advisors with relevant knowledge and experience, as and when necessary for the performance of its duties.
 - d) To meet jointly with the Remuneration Committee (where applicable) to deliberate on succession planning and related matters requiring both Committees’ inputs.

3.0 Composition of the NC

3.1 Size

- 3.1.1 The NC shall have at least three (3) members.

3.2 Membership

- 3.2.1 Members of the NC must be Non-Executive Directors, with majority being Independent Directors.

3.3 Chairman of the NC

- 3.3.1 The NC Chairman shall be an Independent Non-Executive Director appointed by the Board. The Chairman of the Board shall not chair the NC.

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3.3.2 In the absence of the NC Chairman, an alternate Chairman shall chair the meeting, of whom should be an Independent Director.

3.4 Secretary of the NC

3.4.1 The Secretary of the NC shall be the Company Secretary.

4.0 Appointment of Members

- 4.1 The members of the NC shall be determined and appointed by the Board.
- 4.2 Members shall be appointed based on their ability to devote time, skills and experience relevant to their duties of the NC as guided by the Group's Directors' Fit and Proper Policy.
- 4.3 The members serving the NC shall be changed at appropriate intervals, if deemed necessary. In order to ensure that the entire NC is not replaced at any one time, such change of members shall be done on a progressive basis.
- 4.4 Members of the NC may relinquish their membership in the NC with prior written notice to the Company Secretary. The office of a member shall become vacant upon the member's resignation/ retirement/ removal or disqualification as a Director of the Company.
- 4.5 In the event of any vacancy in the NC, the vacancy must be filled within three (3) months.

5.0 Duties of the NC Chairman

- 5.1 Lead the succession planning and appointment of Board members and oversee the development of a diverse pipeline for Board and Management succession, including the future Chairman, Executive Directors and Chief Executive Officer ("CEO").
- 5.2 Lead the annual review of Board effectiveness evaluation, ensuring that performance of each individual Director and Chairman of the Board are independently assessed
- 5.3 Review the tenure of Independent Directors, ensuring compliance with the 9-year limit and assess whether their independence should continue to be retained or going through the two-tier voting process.

6.0 Duties and Responsibilities of the NC

- 6.1 Composition of the Board and Senior Management team
 - 6.1.1 Review the structure, size and composition of the Board on a regular basis or at least annually and make recommendations to the Board on any adjustments that are deemed necessary including in terms of the appropriate size and skills.
 - 6.1.2 Recommend to the Board the establishment of new Committees or the dissolution of any existing Committees of the Board which no longer serves its purpose.
 - 6.1.3 Determine the appropriate limit for the total number of directorships that can be held by each Director in companies, institutions or organisations.
 - 6.1.4 Actively seek women directors in promoting boardroom diversity.

6.2 Nomination, appointment and re-appointment of Directors and Senior Management

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- 6.2.1 Establish and recommend to the Board the minimum requirements of skills, business experience, professional and academic qualifications, expertise and other core competencies of a Director.
- 6.2.2 Establish a formal and transparent procedure for the recommendation of eligible candidates for appointment or re-appointment of the Board and Senior Management personnel, ensuring that the appointment of Board and Senior Management members is based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.
- 6.2.3 Recommend to the Board, on the nomination of new candidates for all directorships of the Group. The actual decision as to who shall be nominated shall be the responsibility of the Board after considering the recommendations of the NC.
- 6.2.4 Utilise sources such as directors network, recommendation of major shareholders and independent sources to identify suitably qualified candidates to be appointed to the Board. If the selection of candidates is based on recommendations by existing Board members, management or shareholders, the NC shall justify why such sources suffice and other sources were not used.
- 6.2.5 In the case of candidates for the position of Independent Non-Executive Directors, the NC shall evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Director.
- 6.2.6 Ensure that all Non-Executive Directors are clear on their roles and responsibilities as well as time commitment expected, together with relevant Board documents.
- 6.2.7 Recommend to the Board on whether Directors retiring by rotation should be put forth for re-election.
- 6.2.8 Establish the formal process for the re-election of Directors who are due for retirement in accordance with the Company's Constitution.
- 6.2.9 Recommend Directors to be appointed to the Board Committees.
- 6.2.10 Review the succession of the Board, Board Committees and Senior Management.
- 6.2.11 Review the Directors' Fit and Proper Policy for the appointment and re-election of Directors and Senior Management of the Group.
- 6.2.12 Consider and approve any appointment of new candidates for CEO and Finance Director (or their equivalent designated personnel) of the Group and other Senior Management posts which require announcements to Bursa Malaysia Securities Berhad at a meeting to be convened before recommending to the Board for approval.

6.3 Board assessment process

- 6.3.1 Conduct evaluation of new Directors being appointed to the Board and Senior Management members based on the Directors' Fit and Proper Policy.
- 6.3.2 Undertake a formal and objective annual evaluation to determine the effectiveness of the Board, Board Committees and each individual Director, taking into consideration their probity with law and adherence to governance practices including anti-corruption policies and procedures. The annual evaluation shall also include a review of the performance of the Board in addressing the Group's material sustainability risks and opportunities.
- 6.3.3 Review the feedback arising from the annual evaluation and recommend action plan for improvement on areas identified to the Board, if necessary.
- 6.3.4 Further to the annual assessment evaluations, NC may periodically engage an external independent expert to facilitate the Board evaluation process, aligned with the recommended best practices of at least once every three (3) years

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6.4 Directors' training

- 6.4.1 Oversee the development of induction programme for new Directors.
- 6.4.2 Evaluate and determine on a continuous basis the training needs of the Directors, in which the subject matter of training must be one that aids the Director in the discharge of his/her duties as a Director, which includes topics related to anti-corruption and sustainability.
- 6.4.3 Monitor compliance with Directors' continuing education programme as guided by the Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

6.5 Other responsibilities, functions or assignments as may be defined by the Board from time to time.

7.0 Disclosure

- 7.1 The NC must provide, in the Company's Annual Report, a statement about activities of the NC in the discharge of its duties for the financial year.
- 7.2 The NC shall disclose the application of Directors' Fit and Proper Policy in the nomination and election of its Directors, as well as the approach and outcomes of the Board assessment carried out to evaluate the effectiveness of the Board, Board Committees and individual Directors.

8.0 Meetings

8.1 Frequency and calling of meetings

- 8.1.1 The NC shall meet at least once a year.
- 8.1.2 Additional meetings shall be scheduled as considered necessary by the NC. The NC Chairman may convene an NC meeting if requested to do so by the Chairman of the Board or requested by another member of the NC.

8.2 Notice of Meetings

- 8.2.1 The NC meeting agenda shall be developed by the NC Chairman and the Company Secretary in consultation with the NC members and Management.
- 8.2.2 Unless otherwise agreed by the NC members and whenever necessary, the notice of each meeting confirming the venue, date and time together with the brief agenda of the meeting shall be circulated to all NC members and any other persons who may be required to attend the meeting at least 5 business days prior to the meeting.
- 8.2.3 The NC Chairman together with the Company Secretary shall ensure that sufficient information such as the agenda and accompanying meeting materials for each meeting are circulated within a reasonable period prior to the NC meeting to NC members and all those who are invited to attend the meeting.

8.3 Quorum and participation

- 8.3.1 The quorum for the NC meetings shall be a minimum of two (2) members. The quorum shall comprise a majority of Independent Directors.
- 8.3.2 In the absence of the NC Chairman, the other NC members shall amongst themselves elect a Chairman to chair the meetings.

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8.3.3 Senior Management and other individuals such as Directors, Human Resource personnel and external advisers may attend the meetings as and when appropriate and necessary upon invitation of the NC.

8.3.4 . The meetings may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means.

8.3.5 In appropriate circumstances, the NC may deal with matters by way of circular resolution in lieu of convening a formal meeting. A NC's Circular Resolution in writing signed or approved by letter, telex or facsimile by a majority of members (of whom at least two must be an independent Director) shall be effective for all purposes as if it were a resolution passed at a meeting of the Committee 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.

8.4 Voting

8.4.1 A matter put to vote at the NC meetings shall be decided by a simple majority of the votes cast and in the event of an equality of votes, the Chairman has the casting vote.

8.4.2 A member of the NC who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, shall not participate in the voting process.

8.5 Minutes of Meetings

8.5.1 The Company Secretary shall also be responsible for keeping minutes of the meetings and circulate them in a timely manner to members of the NC and to the other members of the Board where issues can be further deliberated where necessary. The minutes of meetings shall be open to the inspection of any member of the NC or any member of the Board.

8.5.2 The minutes of the meetings shall be signed by the Chairman at which the proceedings were held or by the Chairman of the next succeeding meeting.

8.5.3 All NC members should ensure that the meeting minutes accurately reflect the deliberations and decisions of the NC, which includes any dissenting comments made and if any NC members had abstained from voting or deliberating on a particular matter.

8.5.4 The minutes of NC meeting shall be tabled and presented to the Board during the subsequent Board meeting to keep them informed and updated on the key issues deliberated by the NC.

8.5.5 The Chairman of the NC (or in his absence, any member of the NC) shall attend the Annual General Meeting and be prepared to answer questions concerning the appointment of Directors and maintain contact as required with the Company's major shareholders about the appointment of Directors in the same way as for other matters.

9.0 Performance Evaluation

9.1 On annual basis, the effectiveness of the NC (including skills mix and contribution of members) and the term of office shall be assessed. The assessment shall be facilitated using self and peer rating by the NC and the NC shall discuss the outcome of the assessment with the Board.

10.0 Review and Amendments of Terms of Reference

10.1 This Terms of Reference will be reviewed periodically at least once every 3 years or as and when required and updated in accordance with the needs of the Group and any new legislative promulgations that may have an impact in discharging the Board's responsibilities.

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10.2 Any revision or amendment to this Terms of Reference, as proposed by the NC or any third party, shall first be presented to the Board for its approval. Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference.

10.3 The duly revised or amended Terms of Reference shall be disclosed on the Group's website.

Reviewed and approved by the Board on 26 November 2025.