

BEE SAME GROUP BERHAD

[Registration No.: 202501045773 (1647181-D)]

(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE ("TERMS OF REFERENCE")

DEFINITIONS:

DATE ESTABLISHED

The Committee was established on 24 April 2026.

OBJECTIVES

The principal objective of the Committee is to assist the Board in their responsibilities in appointing new nominees to the Board and the committees of the Board. The Committee shall assess the performance of the Board, the committees of the Board and the Directors on an on-going basis. The objectives of the Committee shall include, but not limited to, the following:

- ensure the Board is equipped with an appropriate mix of skills, knowledge and experience to effectively discharge its responsibilities and duties in meeting the Company's mission, vision, culture and values;
- ensure an appropriate framework and succession plan is in place to achieve diverse talent pipeline for the Board and senior management;
- ensure that the appointment of Board members and senior management are based on objective criteria such as diversity in skills, experience, expertise, professionalism, integrity, age, gender and background; and
- ensure the composition of the Board is reviewed periodically by taking into consideration the length of service of the Board as a whole, to ensure its effectiveness and its ability to operate in the best interests of shareholders.

COMPOSITION OF THE COMMITTEE

- The Board shall elect the Committee members from among themselves, comprising no fewer than three (3) members consisting wholly of non-executive Directors, a majority of whom are independent.
- The term of office and performance of the Committee and each of its members shall be reviewed by the Board annually to determine whether its members have carried out their duties in accordance with this Terms of Reference.
- The Chairperson of the Board and/or any alternate Director must not be a member of the Committee.

RETIREMENT AND RESIGNATION

In the event of any vacancy resulting in the reduction of the number of members of the Committee to below three (3), the vacancy shall be filled within three (3) months thereof.

CHAIRPERSON

The Chairperson of the Committee ("Chairperson") shall be elected from among the Committee members whom shall be an independent non-executive Director identified by the Board.

The Chairperson shall chair all Committee meetings but in the absence of the Chairperson, the Committee members can elect from among themselves the Chairperson for the Committee meeting.

SECRETARY

The Secretary shall also be the secretary of the Committee and shall be responsible, in consultation with the Chairperson, for drawing up the agenda and circulating it prior to each meeting, preparation of minutes for all Committee meetings and keeping said minutes.

MEETINGS

- The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairperson or any member of the Committee may call for additional meetings at any time at Chairpersontheir discretion.
- The Secretary shall on the requisition of the members of the Committee summon a meeting of the Committee and except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing sent through the post, facsimile, electronic mail or by any means of telecommunication in permanent written form to all Committee members.
- Other Board members and/or employees may attend the Committee meeting(s) upon the invitation of the Committee.
- Each member of the Committee is entitled to one (1) vote in deciding the matters deliberated in the Committee meeting.
- ChairpersonChairpersonChairpersonMembers of the Committee may participate in a meeting by means of conference telephone, conference videotape or any other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Committee. In the event of an equality of votes, the Chairperson shall be entitled to a second or casting vote. The Chairperson shall not have a casting vote when only two (2) members (one of whom is the Chairperson) form a quorum or when only two (2) members are competent to vote on the question at issue.
- Any member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting must declare his/her interest in the matters and shall abstain from deliberating and voting on the said matter.

MINUTES

- Minutes of each meeting shall be kept at the registered office and distributed to each member of the Committee and also to the other members of the Board who are not in the Committee for notation.
Chairperson
- The minutes of the Committee meeting shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.
- The Committee members may inspect the minutes of the Committee at the registered office or such other place as may be determined by the Committee.

QUORUM

The quorum for each Committee meeting shall be at least two (2) members and the majority of the members present at the Committee meeting must be independent non-executive Directors. No business shall be transacted unless a quorum is present either in person or by telephone, television, video

conferencing or any other audio and/or visual device which permits instantaneous communication.

REPORTING

- The Committee, through its Chairperson shall report to the Board, either formally in writing, or verbally, as it considers appropriate on the matters within this Terms of Reference at least once a year, but more frequently as it deems necessary.
- The Committee shall report to the Board on any specific matters referred to it by the Board.
- The Secretary shall circulate the minutes of the Committee meetings to all members of the Board.

AUTHORITY

The Committee, in accordance with a procedure or process to be determined by the Board and at the expense of the Company, where necessary and reasonable for the performance of its duties:

- have the resources which are required to perform its duties;
- select, engage and obtain, at the cost of the Company, independent professional advice, if needed, to enable the Committee to carry out its duties and invite persons with relevant experience to attend its meetings, if necessary; and
- be entitled to the advice and services of the Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements or other regulatory requirements.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee are as follows:

- To develop, maintain and review the criteria to be used in the recruitment of Directors and senior management.
- To formulate, maintain and review the re-appointment and re-election process of Directors having due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required.
- To recommend the re-election of Directors who retired by rotation pursuant to the Company's Constitution.
- To formulate a fit and proper policy and to ensure that all Directors fulfil the fit and proper criteria and for conducting assessments of the fitness and propriety of candidates to be appointed onto the Board and Directors who are seeking for re-election.
- To formulate a gender diversity policy for the Board and senior management, and to ensure that the Company takes concrete action to achieve the numerical targets stated in the policy.
- To assess and recommend to the Board, candidates for all directorships and positions of senior management to be filled. In making the recommendations, the Committee will also consider candidates proposed by the CEO, and within the bounds of practicability, by any other senior management, Director or shareholder.
- In making its recommendations, the Committee should consider the following attributes of the candidates or factors:
 - technical competency, skills, knowledge, expertise and experience;
 - strong sense of professionalism;
 - background, character, integrity and competence;
 - contribution and performance;
 - other commitments and time available to contribute inputs to the Board;

- in the case of candidates for the position of independent non-executive Directors, the Committee should evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive Directors; and
- boardroom diversity including gender (at least 30% women directors), age and ethnicity diversity.
- If the selection of candidates was solely based on recommendations made by existing Board members, senior management or major shareholders, the Committee should explain why other sources were not used.
- To recommend to the Board the nominees to fill the seats on Board's Committees.
- To review Board and senior management succession plans and make recommendations to the Board on succession planning policy for senior management.
- To lead the succession planning and appointment of Board members, including the future Chairperson and CEO.
- To review the training needs/training programs for the Board and facilitate Board induction and training programs.
- To review annually, the term of office and performance of the Board committees and each of its members to determine whether the Board committees members have carried out their duties in accordance with the respective terms of references of the Board committees.
- To implement annual assessments on the effectiveness and performance of the Board as a whole, the committees of the Board, as well as the contribution/performance, character, experience, integrity, competence and time to effectively discharge his/her role as a Director, including non-executive Directors and executive Directors. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented together with the criteria used for such assessment.
- To examine the size of the Board with a view to determining the impact of the number upon its effectiveness.
- To review the required mix of skills and experience and other qualities including core competencies which non-executive Directors should bring to the Board.
- To develop the criteria to assess independence and to assess on an annual basis, the independence of the independent non-executive Directors and recommend the same to the Board.
- To recommend the retention of its independent non-executive Directors whose terms have exceeded nine (9) years' tenure for continuance in the office.
- To ensure that the tenure of office of an independent non-executive Director does not exceed a cumulative period of twelve (12) years from the date of his/her first appointment as an independent non-executive Director.
- To establish time commitment expectations/protocol for the members of the Board.
- To review the attendance of the Directors at Board and/or Board committee(s) meetings.
- To establish a policy formalising its approach to boardroom diversity.
- To act in line with the directions of the Board.
- To review with the CEO and executive Directors, their goals and objectives and to assess their performance against these objectives as well as their contribution to the corporate strategy.
- To ensure that the composition of the Board is refreshed periodically. The tenure of each Director should be reviewed by the Committee and annual re-election of a Director should be contingent on satisfactory evaluation of the Director's performance and contribution to the Board.
- To consider and examine such other matters as the Committee considers appropriate including the activities of the Committee in the discharge of its duties for the financial year.
- To review annually the required mix of skills and experience and other qualities, including core competencies, which non-executive and executive Directors should have.

- To assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.

ELECTED MEMBERS

For information on the current members of the Committee, please refer to the Corporate Information section, under “Investor Relations” on the Company’s corporate website at: [please insert]

NOMINATION COMMITTEE STATEMENT

The Board shall review and disclose in the Company’s Annual Report the statement on the activities of the Committee in the discharge of its duties for the financial year and such statement must include the application of the Company’s fit and proper policy and gender diversity policy in the nomination and election of its Directors, how the requirements set out in Rule 2.20A of the Listing Requirements are met and contain the following information:

- the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company;
- the Board nomination and election process of Directors; and
- the assessment undertaken by the Committee in respect of the performance of its Board, committees and individual Directors together with the criteria used for such assessment.

CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the Committee members for the time being shall be as valid and effectual as if it had been passed at a Committee meeting duly called and constituted.

Any such resolution shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by the Secretary in the minutes book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. Any such documents may be accepted as sufficiently signed by the Committee if transmitted to the Company by facsimile or electronic mail or digital written message to include as a signature of a member of the Committee.

REVIEW OF THE TERMS OF REFERENCE

The Committee shall recommend any changes to this Terms of Reference in such manner as the Committee 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 of Corporate Governance, the Listing Requirements or any other regulatory requirements that affects this Terms of Reference. This Terms of Reference should also be reviewed and updated by the Board when there are changes to the direction or strategies of the Group that may affect the Committee’s role. This written Terms of Reference will be made available on the Company’s website.

This Terms of Reference was adopted by the Board on 24 April 2026.

END

e being, by whatever name called, and whether or not he/she is a director.

urities Berhad including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, modification,

301033577 (635998-W)] for so long as the shares of the Company are listed and quoted on the Bursa Malaysia Securities Berhad and/or such other s

number of them as have authority to act for the Company.

ities of a secretary of the Company including any person(s) appointed temporarily and any representative of the secretary.
