



NOMINATION COMMITTEE TERMS OF REFERENCE

NOMINATION COMMITTEE (TERMS OF REFERENCE)

1. PURPOSE

The Nomination Committee (the “Committee”) is established by the Board of Directors (“the Board”) of the Company to assist the Board to fulfil its responsibilities in relation to the following areas:

- (a) Propose new nominees for the Board of the Company – the actual decision as to who shall be appointed shall be the responsibility of the full Board after considering the recommendations of the Committee;
- (b) Assess the effectiveness of Directors of the Company on an ongoing basis,
- (c) Review the effectiveness of the Managing Director (“MD”), and
- (d) Assess the size and composition of the Board

2. MEMBERSHIP

- (a) The Committee shall be appointed by the Board from amongst their number and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors (“NEDs”).
- (b) A majority of the members of the Committee shall comprise Independent Directors.
- (c) Rotation of the Committee members is encouraged, where practical, to ensure undue reliance is not placed on a particular individual.
- (d) The Board shall appoint the Chairman of the Committee, who shall be an Independent Director. The Chairman shall not be the Chairman of the Board.
- (e) The Company Secretary/Secretaries or her/their nominee(s) shall act as the Secretary/Secretaries of the Committee.
- (f) In the event of any vacancy in the Committee resulting in the number of members being reduced to below three, the Board shall, within three (3) months fill the vacancy.

3. AUTHORITY

The Committee is authorised by the Board, and at the cost of the Company, to:

- (a) perform the activities required to discharge its responsibilities and make the relevant recommendations to the Board;
- (b) select, engage and obtain, at the cost of the Company, professional advice in order for the Committee to carry out its duties; and
- (c) have full and unrestricted access to information pertaining to the Company.

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4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities as stated in the terms of reference of the Committee shall include the following:

- (a) to assess and recommend to our Board, the candidate for directorship, Chairman or Chief Executive Officer, based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender;
- (b) when identifying candidate for directorship, Chairman or Chief Executive Officer, aside from recommendation by the existing Board members, management or shareholders, the Nomination Committee shall utilise independent sources or any other sources to identify the suitably qualified candidate;
- (c) to assess and examine, on annual basis or as and when require, the size and composition of our Board and Board Committees, with a view to determining the impact of the number upon its effectiveness;
- (d) to ensure sufficient diversity and independence in our Board in order to achieve greater depth and breadth in the decision-making process;
- (e) to review on annual basis, the required mix of skills, experience, gender diversity and other qualities including core competencies which Non-Executive and Executive Directors should have;
- (f) to review on annual basis, the meeting attendance of the Directors at our Board and/or Board Committee(s) meetings and sufficiency of time commitment of the Directors in discharging their roles and responsibilities in our Company;
- (g) to review on annual basis, the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and members have carried out their duties in accordance with the terms of reference of the Audit and Risk Management Committee;
- (h) to assess on annual basis, the effectiveness of our Board as a whole, our Board Committee(s) and the contribution and performance of each individual Director;
- (i) to review on annual basis, the length of service each Independent Non-Executive Director and to assess their independence and ability to exercise of their independent judgement or the ability to act in the best interest of our Company;
- (j) for Independent Director whose terms have exceeded 9 years' tenure, to review his independence and if deemed appropriate for continuance in the office, to provide justification to our Board for consideration;
- (k) to review on annual basis, the training programmes attended by our Directors and to identify or recommend the training needs for our Directors;
- (l) to consider and recommend the re-election of Directors who will be retiring pursuant to our Company's Constitution;

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- (m) to develop and continually review the succession plan for our Board, Chairman and senior management of our Company;
- (n) to consider and examine such other matters as the Nomination Committee considers appropriate; and
- (o) to consider any other matters as defined by our Board.

5. CONDUCT OF MEETINGS

- (a) The Committee shall meet at least once a year or more frequently as deemed necessary by the Chairman. In addition to the regular scheduled meeting, the Chairman shall call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board. Such meetings shall either be conducted physically at site or virtually via a secure online platform
- (b) No member of the Committee shall participate in any discussion or decision on their own nomination.
- (c) The Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant papers, shall be circulated at least seven (7) days prior to each Committee meeting, unless with the unanimous consent of the Committee members for calling a shorter notice of meeting.
- (d) The quorum for meeting shall be two (2) members. Should the Chairman of the Committee be absent from meeting, the Committee members present shall appoint a Chairman from amongst them for that particular meeting.
- (e) The Chairman of the Committee, or the Committee members with the approval from the Chairman, may invite any person or persons to attend the Committee meetings, but not necessarily for the full duration of the meeting.
- (f) The Secretary and/or her nominee shall be present to record proceedings of Committee meetings. The minutes of Committee meetings shall be kept and copies thereof shall be circulated to all members of the Board after the approval been given by the Chairman.

6. COMMITTEE'S PERFORMANCE

On an annual basis, the Board shall evaluate the Committee's performance and extent to which the Committee has met the requirements of its Terms of Reference.

7. REPORTING

The Chairman shall report on each meeting of the Committee to the Board regarding all relevant matters and appropriate recommendations, for notation or approval by the Board.

8. COMMITTEE ETHICS AND PROCEDURES

Members of the Committee shall safeguard all internal Committee communications concerning any candidates and treat them as strictly private and confidential, and for the use of Committee members only.

The Committee may be required to check references and consult selected third party sources on a confidential basis before making its final recommendations.

9. REVIEW OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Committee shall review annually the terms of office and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and members have carried out their duties in accordance with the Terms of Reference.

10. REVIEW OF THE TERMS OF REFERENCE

The Terms of Reference shall be reviewed by the Committee as and when required, especially when there are changes to regulatory requirements or the MCCG where the roles and responsibilities of the Board and the Committee are impacted. All amendments to the Terms of Reference, as recommended by the Committee, must be approved by the Board.

This Terms of Reference was approved by the Board on 15th January 2025.