

**BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD**  
(Company No. 4372-M)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

**A. COMPOSITION**

1. The Nomination Committee shall comprise exclusively of Non-Executive Directors, a majority of whom are independent.
2. The Chairman of the Company shall be the Chairman of the Nomination Committee provided that the Chairman is a Non-Executive Director.
3. The Company Secretary shall be the secretary of the Nomination Committee.

**B. AUTHORITY**

1. The Nomination Committee is authorised by the Board to act as follows:
  - (a) To make proposals to the Board on suitable candidates for appointment as Directors;
  - (b) To ensure that the Board has an appropriate balance of skills, knowledge, expertise, experience, professionalism, integrity, attributes and core competencies from its members;
  - (c) To regularly review profiles of the required skills, knowledge, expertise, experience, professionalism, integrity, attributes and core competencies for membership of the Board;
  - (d) To review succession plans for members of the Board;
  - (e) To recommend to the Board, Directors to fill the seats on Board Committees;
  - (f) To assess annually the effectiveness of the Board, the Committees of the Board and the contribution of each individual Director;
  - (g) To assist the Board to assess the independence of all the independent directors annually; and
  - (h) To implement a process and carry out annually an assessment on the effectiveness of the Board as a whole, its Committees of the Board and the contribution of each individual Director.

**C. MEETINGS AND MINUTES**

1. The Nomination Committee shall meet at least once a year or upon the request of any of its members.

2. A majority of the members in attendance must be Independent Directors in order to form a quorum for the meeting.
3. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Nomination Committee and ensure that the minutes are properly kept and produced for inspection if required.
4. The Nomination Committee shall report to the Board and its minutes will be tabled to and noted by the Board.