



PHARMANIAGA BERHAD  
(467709-M)

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**NOMINATING AND  
REMUNERATION  
COMMITTEE**

**TERMS OF REFERENCE**

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(as at 16 August 2019)

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**1. STATUS**

- 1.1 The Nominating and Remuneration Committee (“NRC”) is a committee of the Board of Directors (“the Board”) of Pharmaniaga Berhad (“Pharmaniaga” or “the Company”).

**2. COMPOSITION**

- 2.1 The NRC members shall be appointed by the Board from amongst the Directors of the Company and shall comprise of non-executive Directors, majority of whom are independent.
- 2.2 The NRC shall have at least four (4) members.
- 2.3 Members of the NRC may relinquish their membership in the NRC with prior written notice to the Chairman of the Board, the Company Secretary or the Board of Directors, and he may continue to serve as a Director of the Company.

**3. QUORUM**

- 3.1 Three (3) members shall form a quorum for meetings.

**4. CHAIRMAN**

- 4.1 The Chairman shall be an Independent Director.

**5. SECRETARY**

- 5.1 The Company Secretary of Pharmaniaga or any other person appointed by the NRC, shall be the Secretary of the NRC.

**6. MEETINGS AND MINUTES**

- 6.1 The NRC shall meet at least twice a year and at such other times as it deems necessary.
- 6.2 The Minutes of each meeting shall be circulated to and confirmed by the NRC Chairman before it is distributed to the Board for notation.

**7. CIRCULAR RESOLUTION**

- 7.1 A resolution in writing signed by all members shall be valid and effectual as if it had been passed at a meeting of the NRC. All such resolutions shall be forwarded to the Company Secretary without delay and shall be recorded by the Company 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. The expressions “in writing” or “signed” include approval by legible confirmed transmission by facsimile, telegram or other forms of electronic communication.

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**8. DUTIES AND RESPONSIBILITIES**

As a committee, the NRC assists the Board in the following manner:-

Nominating Function

- 8.1 Assess Directors on an on-going basis, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director, together with the criteria used for the assessment.
- 8.2 Review periodically the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- 8.3 Review annually the Board's core competencies, mix of skills, independence and diversity that is required from non-executive Directors to meet the needs of the Company.
- 8.4 Review the training needs of the Directors for their continuing self-development and to meet the needs of the Company.
- 8.5 Recommend to the Board on prospective candidates for non-executive directorship, taking into consideration the following to complement the Board: appropriate balance of knowledge, experience and capability from a diverse background including gender, age and ethnicity, and such other criteria to be determined.
- 8.6 Recommend to the Board on the appointment of:-
  - Members of the Board other than nominee Directors, nominated by the major shareholder(s) of Pharmaniaga.
  - Members of the Board of unlisted Subsidiaries of the Group
  - Managing Director / Chief Executive Officer (MD/CEO)
  - Key Senior Management, upon recommendation of the MD/CEO. The Key Senior Management are set out in the schedule enclosed as Appendix 1.
- 8.7 Ensure, with the assistance of the MD/CEO, that an appropriate succession planning framework, talent management and human capital development programme is in place for the position of MD/CEO and Key Senior Management.
- 8.8 To review the term of office and performance of the Audit Committee and Risk Committee and each of their members annually for the purpose to determine whether the Audit Committee and Risk Committee and its members have carried out their duties in accordance with the Terms of Reference of the respective committees.

Remuneration Function

- 8.9 Establish formal and transparent remuneration policies and procedures to attract and retain Directors and Key Senior Management.
- 8.10 Ensure that compensation policies and packages of Directors and Key Senior Management are reflective of the Company's demands and

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- complexities, and structured so as to reward contribution to the performance of the Company and be in line with current market practices.
- 8.11 Review, and if deemed appropriate, endorse for the Board's approval, the annual bonus and salary increment framework for the Company, as recommended by the MD/CEO, including the total quantum of payment.
- 8.12 Review and recommend to the Board, the remuneration of the MD/CEO and Key Senior Management on an annual basis, to reflect the experience and level of responsibilities undertaken, while a review for Non-Executive Directors may be reviewed from time to time, as may be determined the Board.

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**Appendix 1: List of Key Senior Management**

- Chief Operating Officer
- Chief Finance Officer
- Group Company Secretary
- Head of Divisions
- Any other management executive recommended by the Managing Director / Chief Executive Officer