



Nomination Committee - Terms of Reference

1 Purpose

- 1.1 The role of the Nomination Committee (the “Committee”) is to assist the Board of Link Scheme Holdings Ltd (LSHL) in the fulfilment of its corporate governance duties in relation to assessing and nominating members to the Board and ensuring plans are in place for orderly succession to both the board and senior management positions.
- 1.2 These Terms of Reference have been established by the Board.

2 Membership

- 2.1 The Committee shall comprise at least three members.
- 2.2 All members of the Committee shall be Non-Executive Directors. This will include the Chair of the Board and the Senior Independent Director.
- 2.3 Appointments to the Committee shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as members continue to be Non-Executive Directors.
- 2.4 The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board should not chair the Committee when it is dealing with the appointment of their successor.

3 Attendance and Proceedings at Meetings

- 3.1 No one other than the Committee Chair and Committee members is entitled to attend or vote at a meeting of the Committee.
- 3.2 In the course of performing its functions, the Committee may choose to invite to attend its meetings such persons, or issue standing invitations to such persons, as it deems appropriate.
- 3.3 In relation to nominations, the Committee may ask other Directors to take part in any selection panel.
- 3.4 Meetings and proceedings of the Committee will be governed by LSHL’s Articles of Association regulating the meetings and proceedings of Directors.
- 3.5 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting



papers, shall be sent to each member of the Committee not later than five days prior to the date of the meeting, or if later as soon as is practicable. Failure to provide documents relating to any issue for discussion at the meeting will not preclude discussion about the same, nor any decision relating thereto, at a meeting of the Committee.

- 3.6 In the event that a matter is required to be resolved by a vote of the Committee, any such matter shall be decided by a majority of votes.

4 Secretary

- 4.1 The Minute Secretary of the Committee shall be appointed by the Chief Executive to keep a record of:
- 4.1.1 The action points arising from the meeting.
 - 4.1.2 The membership of and the dates of any changes to the membership of the Committee.
 - 4.1.3 Any person or firm who provides advice or services to the Committee or materially assists the Committee on matters relating to remuneration or nominations. The Secretary shall keep a record of the nature of any other services provided by that person to LSHL during the year.
- 4.2 The Minute Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- 4.3 Draft minutes of the Committee meetings shall be circulated promptly to all members of the Committee for approval. Once approved, the minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Chair of the Committee.
- 4.4 Final signed copies of the minutes of the meetings of the Committee should be maintained for LSHL's records, in hard and soft copy where possible.

5 Frequency of Meetings

- 5.1 Meetings shall be held not less than twice a year.
- 5.2 Meetings of the Committee shall be summoned by the Secretary of the Committee.

6 Quorum

- 6.1 The quorum necessary for the transaction of business shall be two members.
- 6.2 A duly convened meeting of the Committee at which a quorum is present shall



be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

7 Annual General Meeting

- 7.1 The Chair of the Committee may be requested to attend the Annual General Meeting to answer questions generally on nomination principles and practice and the activities of the Committee throughout the year.

8 Duties

- 8.1 To be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 8.2 To ensure plans are in place for orderly succession to both the board and senior management positions, and oversee the development of a diverse pipeline for succession.
- 8.3 Work and liaise as necessary with all other committees of the Board, ensuring the interaction between Committees and with the Board is reviewed regularly.

9 Reporting Responsibilities

- 9.1 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10 Other Matters

- 10.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to LSHL's secretariat for assistance as required.
- 10.2 The Committee shall oversee any investigation of activities which are within its Terms of Reference.
- 10.3 The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11 General

- 11.1 Nothing in these terms of reference is intended to, amend, detract from or conflict with LSHL's Articles of Association, and in such event the Articles of Association shall prevail.