

ALPHA IVF GROUP BERHAD
[Registration No. : 202101005100 (1405399-X)]

NOMINATION COMMITTEE

Terms of Reference

Purpose

1. Ensuring a formal and transparent procedure for the appointment of new directors to the Board of Alpha IVF Group Berhad (“**AIG**” or “**the Company**”).
2. Recommend and nominate to the Board, candidates for all directorships and Board Committees while ensuring their compositions meet the needs of the Company and its subsidiaries (“**the Group**”).
3. Selecting, compensating, monitoring and overseeing succession planning on an ongoing basis.

Composition

1. The Nomination Committee (“**NC**” or “**the Committee**”) of the Company shall be appointed from amongst the Board and shall:-
 - (i) comprise no fewer than three (3) members; and
 - (ii) comprise exclusively Non-Executive Directors, a majority of whom are independent.
2. Retirement and resignation

If a member of the NC or Chairman of the NC resigns, dies, or for any reason ceases to be a member or Chairman resulting in non-compliance to the composition criteria as stated in paragraph 1 above, the Board shall within three (3) months of the event appoint such number of the new member(s) or Chairman of the NC respectively as may be required to fill the vacancy.

Chairman

The Chairman of the NC shall:-

1. be an Independent Director or the Senior Independent Director appointed by the Board from amongst the NC members and is not the Chairman of the Board;
2. chair all NC meetings but in the absence of the Chairman, the members of the NC can elect from amongst themselves as the Chairman of the NC meeting;
3. lead the succession planning and appointment of board members; and
4. lead the annual review of board effectiveness, ensuring that the performance of each individual director is independently assessed.

Secretary(ies)

1. The Secretary(ies) of the NC shall be the Company Secretary(ies) of the Company.
2. The Secretary(ies) shall be responsible for drawing up the agenda and circulating it prior to each meeting and keeping the minutes of meetings of the NC. Unless otherwise agreed by the members and whenever necessary, the notice of each meeting confirming the venue, date and time together with the brief agenda of the meeting shall be circulated to all members and any other persons who may be required to attend the meeting within a reasonable period prior to the meeting.

Duties and Responsibilities

1. To recommend and nominate a new candidate(s) to the Board and key senior management, contingent on satisfactory evaluation of the candidates based on the Company's Fit and Proper Policy, Conflict of Interest Policy and in the case of candidates for the position of Independent Non-Executive Directors ("INED") of the Company, the Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from INED.
2. To recommend the Directors to sit on respective Board Committees.
3. To make appropriate recommendations to the Board on matters of renewal or extension of Directors' term and re-election of retiring Directors, contingent on satisfactory evaluation of the Directors based on the Company's Fit and Proper Policy, and taking into consideration the current composition and the tenure of each Director on the Board.
4. To consider, in making its recommendations, candidates for directorships and, within the bounds of practicability, by any other senior executive or any Director or Major Shareholder and to take steps to ensure that women candidates are sought as part of its recruitment exercise.
5. To assess directors and key senior management on an ongoing basis, taking into account the performance of each individual in managing the Group's material sustainability risks and opportunities.
6. To assess the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director via a formal and objective annual evaluation.
7. To identify and recommend the appropriate continuing education/training programmes for the Board members and key senior management, and facilitate induction programmes for newly appointed Board members.
8. In developing its procedures and making recommendations to the Board, the NC will take into account of:-
 - (a) the provisions in the Company's Constitution, the Companies Act 2016, the Bursa Malaysia Securities Berhad Listing Requirements and other laws and regulations, if any, in respect of the appointment, removal, etc of directors;

- (b) the need for the Board to operate an open and transparent appointment process; and
 - (c) the overall structure, size, diversity (including gender diversity), composition and balance of the Board.
9. To review succession planning of the Board, Board Committees and key senior management.
 10. The Board, subject to the assessment of the Committee, shall provide justification and seek annual shareholders' approval at an Annual General Meeting through a two-tier voting process in accordance with Practice 5.3 of MCGG in the event it intends to retain an Independent Director, a person who has served in that capacity for a cumulative term of nine (9) years.
 11. To prepare and review the report of the NC in accordance with Rule 15.08A(3) of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Meetings

1. The NC shall meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary, and report to the Board after each meeting. In the event issues requiring the Committee's decision arise between meetings, such issues may be resolved through written resolutions of the Committee. Such written resolution in writing shall be valid and effectual if it is signed or approved by letter, facsimile or any electronic means by all members of the Committee.
2. The Chairman or any member of the NC may call for additional meetings at any time at their discretion.
3. The quorum for a meeting shall be two (2) members.
4. The NC may hold a committee meeting at two (2) or more venues within or outside Malaysia using any technology that gives the members of the NC a reasonable opportunity to participate, provided that at least one (1) of the NC members present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.
5. Other Board members and senior management may attend meetings upon the invitation of the NC.
6. Questions arising at any meeting of the NC shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the NC shall have a second or casting vote. Each Committee member should abstain from discussion or voting on any resolutions in respect of the assessment of his/her performance or re-nomination as director.
7. Every meeting of the Committee must be minuted either by the Company Secretary or any other person approved by the Committee and such minutes must be confirmed by the Committee at the next succeeding meeting. The Minutes of each meeting signed by the

Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings that the meeting was duly convened and held.

Review and Revision of the Terms of Reference

The Terms of Reference will be reviewed annually or as and when required by the Committee and recommendation be made to the Board for approval on any revision.