

DIRECTOR NOMINATION POLICY

INNATURE BERHAD

Document

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1. Introduction

This Director Nomination Policy (“Policy”) is designed to build an effective Board composition through appointment or re-appointment of directors. The Nominating and Remuneration Committee (“NRC”) is responsible to achieve this by ensuring the balance of competency, qualification, experience and diversity for the Board to carry out its fiduciary duties and responsibilities.

This Policy is guided by the following principles:

- The nomination process shall be transparent, free from bias and self-interest at all times;
- Elements such as effectiveness, independence, diversification and succession planning of the Board shall be factored in throughout the process; and

2. Selection Criteria

The NRC shall assess the eligibility of candidate based on the following criteria and any other criteria which the NRC deems necessary:

- Competency and Experience:
The candidate’s competency, knowledge and experience which are relevant to the role and responsibility of that vacancy available at the Board.
- Commitment:
The candidate shall devote sufficient time and effort in attending meetings and participation in programmes related to Board and director’s professional development.
- Diversity:
NRC shall select candidate by taking into consideration the Boardroom diversity to build the Board composition which comprises of individuals with diverse backgrounds, perspectives, competencies as well as gender.
- Professionalism:
The candidate shall be able to remain professional and provide unbiased judgement while carrying out the duties of director at all times. In addition, the ability to establish professional working relationship with other Board members is essential to ensure the teamwork among all members will lead to the achievement of Group’s objectives.
- Any other which the NRC deems necessary.

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3. Nomination Process

- 3.1 NRC should first identify the purpose of appointing new director to the Board, such as to fill any vacancy arising from retirement, resignation, close the competency gap in the Board as identified by the NRC or any other reasons.
- 3.2 The NRC then source for potential candidates through various channels such as recommendation from existing Board members, shareholders and engage professional third-party for the recruitment service.
- 3.3 Upon identification of any potential candidate, the NRC should conduct an initial assessment on the suitability of the candidate based on the selection criteria specified under Paragraph 2 of this Policy. The initial assessment process is to review the candidate's resume, schedule an interview with the candidate and conduct a thorough background check on the qualification, job experience and any other credibility checks if deemed necessary.
- 3.4 After the initial assessment, NRC would make its recommendation to the Board for its consideration. The relevant documents shall be submitted to the Board as the supporting documents for the recommendation made by NRC.

4. Annual Assessment of Existing Directors

The NRC shall conduct annual assessment in respect of the Board, Board Committees and individual directors. The relevant assessment forms would be circulated to all/part of the Directors, as the case may be, for completion and the NRC will discuss the findings and make necessary recommendations (such as re-election, re-appointment, etc.) to the Board in relation thereto. The assessment criteria could be based on the similar criteria specified under Paragraph 2 of this Policy.

The director who is subject to re-election and/or re-appointment at the next annual general meeting shall be assessed by the NRC before any recommendation is made to the Board and shareholders for the re-election and/or re-appointment.

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5. Review of Policy

This Policy is subject to periodic review by the NRC and the Board's approval shall be obtained for any amendment or changes made from time to time.