

**TERMS OF REFERENCE  
NOMINATION AND REMUNERATION COMMITTEE (“NRC”)  
OF MAYBANK AGEAS HOLDINGS BERHAD (“MAHB”)**

|                              |  | Explanatory note  |
|------------------------------|--|---|
| <b>Objective</b>             | <p>The primary objective of the NRC is to assist the Board of MAHB and the Board of its subsidiaries/entities in discharging their duties and responsibilities in the following matters:</p> <p>(i) The appointments, removals, composition, performance evaluation and development, fit and proper assessments concerning the Board<sup>(1)</sup>, CEO<sup>(2)</sup>, Shariah Committee<sup>(3)</sup> members, Senior Officers<sup>(4)</sup> and Company Secretary<sup>(5)</sup>.</p> <p>(ii) Overseeing the design and operation of the remuneration system.</p> <p>(iii) Periodically review the remuneration of Board, CEO, Shariah Committee members and Senior Officers particularly on whether remuneration remains appropriate to each Director<sup>(6)</sup>, CEO, Shariah Committee members and Senior Officers' contribution, taking into account the level of expertise, commitment and responsibilities undertaken.</p> | <p>Provided clarity on the definition of Senior Officers with reference to Para. 5.2 of the Policy Document on Fit and Proper Criteria (“FAP”).</p> |
| <b>Members</b>               | <p><b><u>Chairman</u></b><br/>Independent Non-Executive Director</p> <p><b><u>Members</u></b><br/>At least two (2) Non-Executive Directors</p> <p><i>Terms of Membership:</i><br/><i>The Committee shall consist of a minimum of three (3) Non-Executive members (including Chairman), with the majority of the members (including Chairman) must be independent.</i></p>  |   |
| <b>Quorum &amp; Decision</b> | <p><b><u>Quorum</u></b><br/>At least two (2) of the Members including the Chairman should be in attendance to call the meeting to order.</p> <p><b><u>Decision Making</u></b><br/>The affirmative vote of a majority of Members present at a meeting at which a quorum is present shall constitute the decision of the Committee. In case of a tie vote, the casting vote is given to the Chairman.</p>  |   |

**Notes:**

In the Terms of Reference, except where the context otherwise provides:

- (1) The word 'Board' shall refer to MAHB Board and its subsidiaries.
- (2) The word 'CEO' shall refer to CEO of MAHB and its subsidiaries' CEOs.
- (3) The word 'Shariah Committee' shall refer to the Group Shariah Committee which reports to Etiqa Family Takaful Berhad (“EFTB”) and Etiqa General Takaful Berhad (“EGTB”).
- (4) The word 'Senior Officers' shall refer to Senior Officers of MAHB and its subsidiaries which includes the following:
  - (i) Senior Management members (including direct reports to the Group CEO, Insurance & Takaful); (ii) Chief Financial Officer;
  - (iii) Chief Risk Officer; (iv) Chief Compliance Officer/Head Compliance; (v) Chief Internal Audit; and (vi) Appointed Actuary.
 As defined in Para. 5.2 of the Fit and Proper criteria Policy Document, or such revisions by Bank Negara Malaysia (“BNM”) from time to time.
- (5) The word 'Company Secretary' shall refer to Company Secretary of MAHB and its subsidiaries.
- (6) The word 'Director' shall refer to Directors of MAHB and its subsidiaries.

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| <b>Invitees</b>             | <ol style="list-style-type: none"> <li>Chief Executive Officer, MAHB</li> <li>Group Chief Human Capital Officer (or his/her alternate) / Human Capital Director Group Insurance &amp; Takaful is invited as and when required for Human Capital related matters.</li> </ol>  |  |
| <b>Secretary</b>            | Company Secretary or as appointed by Chairman  |  |
| <b>Frequency of Meeting</b> | <p>Meeting shall be held at least four (4) times a year.</p> <p><i>Note: The Chairman has the discretion to increase the frequency of the meeting or call for additional meeting based on needs and urgency.</i></p>   |  |
| <b>Governance process</b>   | <ol style="list-style-type: none"> <li>The MAHB NRC reports to the Board of MAHB and provides updates and recommendations to the Board of the entities namely Etiqa Life Insurance Berhad (“ELIB”), Etiqa Family Takaful Berhad (“EFTB”), Etiqa General Insurance Berhad (“EGIB”), Etiqa General Takaful Berhad (“EGTB”) and Etiqa Insurance Pte Ltd (“EIPL”) for respective related topics.</li> <li>The MAHB NRC’s policies and activities shall be subject to the Terms of Reference, framework and policies set by Maybank Group NRC (“Group NRC”)<sup>(7)</sup>.</li> <li>The Chairman of MAHB NRC shall provide updates to the Group NRC at any relevant Group NRC meeting convened and held following each MAHB NRC meeting.</li> </ol>   | Added item 2 and 3 on the governance process of MAHB NRC.                      |
| <b>Key Responsibilities</b> | <p><b><u>Nomination</u></b></p> <ol style="list-style-type: none"> <li>MAHB NRC to support the Board in carrying out its functions relating to the appointment and removal of Board members, the CEO, Shariah Committee members, Senior Officers and Company Secretary.</li> <li>Subject to prior clearance from Group NRC<sup>(7)</sup>, the appointment of Board members, CEO, Shariah Committee members, Chief Financial Officer, Appointed Actuary and Company Secretary for BNM regulated entities shall thereafter be deliberated by the MAHB NRC, and if found suitable, be recommended by the MAHB NRC to the respective Boards for approval.</li> <li>MAHB NRC shall recommend the appointment of Senior Officers to the respective Boards for approval except for Chief Financial Officer and Appointed Actuary<sup>(8)</sup> which will be subject to Group NRC’s clearance<sup>(7)</sup>.</li> </ol> | As provided in Appendix 1 of the Policy Document on Corporate Governance (CG). |

**Note:**

<sup>(7)</sup> This is to ensure alignment with, and is reflective of, the current practice of the Maybank Group.

<sup>(8)</sup> Excluded because the appointments of the Chief Financial Officer and Appointed Actuary are addressed under item (2) of Key Responsibilities.

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|  | <p>4. In the case of non-BNM regulated entities:</p> <p>(a) the appointment of Board members, Senior Officers and Company Secretary by the respective Boards shall be reported to the Group NRC and MAHB NRC; and</p> <p>(b) the recommendation on the appointment of CEO to the respective Boards for approval shall be delegated to the Maybank Group President and CEO (if the candidate is internal) or by MAHB NRC (if the candidate is external), whereby such recommendations shall be reported back to Group NRC and, if the candidate is internal, to MAHB NRC.</p> <p>5. Subject to Group NRC’s clearance<sup>(7)</sup>, MAHB NRC shall recommend to the Board the removal of Board members, CEO, Shariah Committee members, Senior Officers and Company Secretary of BNM regulated entities if they are ineffective, errant or otherwise unsuited to carry out their responsibilities.</p> <p>6. Subject to satisfactory fit and proper assessment of Directors, CEO, Shariah Committee members, Senior Officers, and Company Secretary by Group NRC, the MAHB NRC shall consider recommending the assessment to the respective Boards for approval.</p> <p>The frequency of such assessment shall be prior to such initial appointment; and thereafter on an annual basis.</p> <p>7. MAHB NRC shall, in consultation with and guided by the framework determined by the Group NRC<sup>(7)</sup>, facilitate all necessary assistance to the Board to carry out annual Board evaluation to objectively assess the effectiveness of the Board as a whole, Board Committees<sup>(9)</sup> and the contribution of each individual Director and whereby such findings shall be reported back to Group NRC.</p> <p>8. MAHB NRC to assist the Board in development plan for the Directors and ensure that the Directors undergo appropriate induction programmes and receive continuous training.</p> <p>9. MAHB NRC to oversee the overall composition and diversity of the Board in terms of appropriate size and mix of skills, experience, background, gender and other competencies required.</p> <p>10. Subject to Group NRC’s clearance<sup>(7)</sup>, MAHB NRC to establish and regularly review succession plans for the Board to promote Board renewal and address any vacancy.</p> | <p>To support the process of removal of Director as stated in Para. 10.7 of the Policy Document on CG.</p> <p>As provided in Para. 8.1 of the Policy Document on FAP.</p> <p>To support the Board’s role as stated in Para. 13.1 &amp; 13.2 of the Policy Document on CG.</p> <p>To support the Board’s role as stated in Para. 13.3 of the Policy Document on CG.</p> <p>To support the Board’s role as stated in Para 11 of the Policy Document on CG.</p> <p>To support the Board’s role as stated in Para. 10.6 of the Policy Document on CG.</p> |

**Notes:**

<sup>(7)</sup> This is to ensure alignment with, and is reflective of, the current practice of the Maybank Group.

<sup>(9)</sup> The word ‘Board Committees’ shall include the following:

(a) MAHB NRC; (b) MAHB Risk Management Committee; (c) MAHB Audit Committee of the Board; and (d) Shariah Committee.

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|  | <p>11. Subject to Group NRC’s clearance<sup>(7)</sup>, MAHB NRC to oversee management’s succession planning, performance evaluation of CEO, Shariah Committee members, Senior Officers, Company Secretary and executives in Job Band C and above.</p> <p>12. MAHB NRC to carry out such other responsibilities that maybe required of the Nomination functions.</p>  | <p>For <u>CEO, Senior Officers and Company Secretary</u> - to support the process as stated in Para. 8.3(b), 15.4 and 17.5 of the Policy Document on CG.</p> <p>For <u>Shariah Committee</u> – to support the process as stated in Para. 2.3, 4.4 and 4.5 Shariah Governance Framework for Islamic Financial Institutions</p> |
|  | <p><b><u>Remuneration</u></b></p> <p>1. Subject to clearance from Group NRC<sup>(7)</sup>, MAHB NRC to support the Board in carrying out its function for the development of a remuneration policy for Board, CEO, Shariah Committee members, and Senior Officers of MAHB and its subsidiaries and ensuring that compensation is competitive and consistent with the MAHB Group culture, objectives and strategy.</p> <p>2. MAHB NRC to support the MAHB Group Risk Management Committee relating to the implementation of a sound remuneration system in assessing that the incentive provided by the Company’s remuneration system does not induce excessive risk taking and is consistent with the risk appetite and long term strategy of MAHB Group.</p> <p>3. MAHB NRC to carry out such other responsibilities that maybe required of the Remuneration functions.</p> <p><b><u>Others/ General</u></b></p> <p>Subject to clearance from Group NRC<sup>(7)</sup>, MAHB NRC to deliberate and make recommendations to the Board of MAHB and its subsidiaries on MAHB Group policies relating to Nomination and Remuneration functions and or revision to such policies including the adoption of any Maybank Group policies relating to the above said functions.</p> | <p>Alignment with function of RMC as provided in Appendix 1 of the Policy Document on CG.</p> <p>To address future requirements for adoption of any MAHB Group or Maybank Group policies.</p>   |

**Note**

<sup>(7)</sup> This is to ensure alignment with, and is reflective of, the current practice of the Maybank Group.

| <b>Version</b>              |  |
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