

N2N CONNECT BERHAD
(523137 - K)

Nomination and Remuneration Committee Charter

1. Objectives

- 1.1 To assist the Board on all new Board and Board Committee appointments and to provide a formal and transparent procedure for such appointments.
- 1.2 To assist the Board to discharge its duty by reviewing the remuneration of each individual Director (both Executive and Non-Executive Directors).

2. Duties

- 2.1 To review the required mix of skills, experience, independence, diversity and other qualities, including core competencies which Directors (both Executive and Non-Executive) should bring to the Board;
- 2.2 To recommend to the Board, candidates for all directorship to be filled;
- 2.3 To recommend to the Board, Directors to fill the seats on Board Committees;
- 2.4 To examine the size of the Board with a view to determine the impact of the number upon its effectiveness;
- 2.5 To assess the effectiveness of the Board as a whole, the Committees of the Board, and the contributions of each individual Director;
- 2.6 To review the term of office and performance of the Audit Committee and each of its members to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference; and
- 2.7 To review and recommend to the Board, the annual remuneration packages of each individual Director (both Executive and Non-Executive) of the Company, such that the levels of remuneration are sufficient to attract and retain the Directors needed to run the Company successfully.

3. Authority

- 3.1 The Committee is authorized by the Board to obtain independent professional or other advice at the Company's expense and to invite outsiders with relevant experience and expertise to attend meetings if it considers this necessary.

4. Meetings

- 4.1 Meetings shall be held at least once (1) a year with a minimum quorum of two (2) members. Additional meetings may be called at any time at the discretion of the Chairman of the Committee;
- 4.2 Directors, whether Executive or Non-Executive, should not participate in decisions on their own remuneration packages;
- 4.3 Directors should not participate in the deliberation and decision on their own re-election/re-appointment;
- 4.4 The Company Secretary shall be the Secretary of the Committee;
- 4.5 The proceedings and deliberations of each Committee meeting shall be reported to the Board by the Chairman of the Committee; and
- 4.6 The minutes of each Committee meeting shall be circulated to the Board.

5. Membership

- 5.1 The Committee and its Chairman shall be appointed by the Board from amongst its number and shall comprise not less than two (2) members, consisting exclusively of Non-Executive Directors, a majority of whom must be independent; and
- 5.2 The Chairman shall be an Independent Director or the Senior Independent Director, where such person has been appointed / identified by the Board.