



Terms of Reference of the Nomination and Remuneration Committee

ONE GLOVE GROUP BERHAD (formerly known as GETS Global Berhad)
Registration Number 200201029469 (597132-A)
Incorporated in Malaysia

Version 2.0



1. Objectives

To assist the Board of Directors in their responsibilities in nominating new nominees to the Board of Directors and to assess the performance of the Board, the Committees of the Board and the Directors of the Company on an ongoing basis. The Nomination and Remuneration Committee (“NRC”) shall also assist the Board of Directors to structure and clearly linking Directors’ remuneration to the strategic objectives of the Company, which rewards contributions to the long-term success of the Company in promoting business stability and growth.

2. Composition of members

The Board of Directors shall appoint the NRC members from amongst themselves, comprising exclusively of Non-Executive Directors, a majority of whom are independent. The term of office of the NRC shall be for such time as determined by the Board of Directors and members of the NRC may be re-nominated and appointed by the Board of Directors from time to time.

3. Chairman

The Chairman of the NRC shall be elected from amongst the NRC members. The Chairman of the Committee shall be approved by the Board of Directors.

4. Secretary

The Company Secretary shall be the Secretary of the NRC and as a reporting procedure, the Minutes shall be circulated to all members of the Board.

5. Meetings

The NRC may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman or any member of the NRC may call for additional meetings at any time at their discretion.



Notice of NRC meetings shall be given to all the NRC members unless the NRC waives such requirement.

Questions arising at any meeting of the NRC shall be decided on a majority of votes of the members present, and in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

In the absence of the Chairman of the NRC, the other members of the NRC shall amongst themselves elect a Chairman for the Meeting.

6. Minutes

Minutes of each meeting shall be kept at the registered office and distributed to each member of the NRC and also to the other members of the Board. The NRC Chairman shall report on the proceedings of each meeting to the Board.

The minutes of the NRC meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

7. Quorum

A quorum shall consist of two (2) members.

8. Circular Resolutions

A resolution in writing signed by a majority of the NRC members for the time being shall be as valid and effectual as if it had been passed at a meeting of the NRC duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more NRC members. Any such document may be accepted as sufficiently signed by a NRC member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written to include a signature of a NRC member.



9. Reporting

The NRC shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The NRC shall report to the Board of Directors on any specific matters referred to it by the Board.

10. Authority

The NRC shall, in accordance with a process determined by the Board of Directors and policies and procedures to determine the remuneration of Directors and at the expense of the Company,

- (a) be able to use a variety of approaches and sources to ensure that it is able to identify the most suitable candidates for Board position. This may include sourcing from a directors' registry and open advertisements or the use of independent search firms;
- (b) annually review the required mix of skills and experience and other qualities, including core competencies that Non-Executive and Executive Directors should have;
- (c) assess on an annual basis, the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution of each individual Director;
- (d) review and recommend relevant Board succession plans;
- (e) review, assess and recommend to the Board of Directors the remuneration packages of the Directors, with other independent professional advice or outside advice as it may deem necessary.
- (f) select, engage and obtain, at the cost of the Company, professional advice, if needed, to enable the NRC to carry out its duties;



- (g) have full and unlimited/unrestricted access to information pertaining to the Company and its subsidiaries (“the Group”) and associated companies, if any; and
- (h) be entitled to the services of the Secretary who must ensure that all appointments are properly made, and that all necessary information is obtained from Directors, both for the Company’s own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of the Bursa Malaysia Securities Berhad or other regulatory requirements; and

11. Duties and Responsibilities

The duties and responsibilities of the NRC are as follows:-

- To formulate and review the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company, strengthen board leadership and oversight of sustainability issues.
- To source, identify, review and recommend candidates for appointment to the Board and Board Committees, which is led by the Chairman of the NRC, taking into consideration the optimum and effective size of the Board and the candidates:
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 - ✓ character, competency, knowledge and experience;
 - ✓ professionalism;
 - ✓ integrity and credibility;
 - ✓ time commitment, particularly his number of other directorships; and
 - ✓ in the case of the candidates for the position of Independent Non-Executive Directors, the NRC would also evaluate the candidates’ ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors.
- To conduct a fit and proper assessment on any person identified to be appointed as a Director or to continue holding the position as a Director within the Company prior to the initial recruitment or appointment (including proposed re-election or re-appointment) as a Director.

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- recommend to the Board of Directors the nominees to fill the seats on Board Committees.
- To review Board succession plans.
- To review training programmes for the Board annually and facilitate board induction and training programmes for new members of the Board.
- To ensure that all Directors receive appropriate continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the marketplace, changes in new statutory and regulatory requirements and understand the sustainability issues relevant to the Company and its business, including climate-related risks and opportunities.
- To assess the effectiveness of the Board and Board Committees as a whole and each individual Director of the Board. The evaluation of the Board includes a review of the Board's performance in addressing the Group's material sustainability risk and opportunities. All assessments and evaluations carried out by the NRC in the discharge of all its functions would be properly documented.
- To review the term of office and performance of the Audit Committee and each of its members annually to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.
- To review and assess the remuneration packages for the Directors in all forms, drawing advice from experts, if necessary. The remuneration packages shall be determined on the basis of the Directors' merit, qualification and competences, while having regard to the Group's operating results, individual performance and comparable market statistics, which are aligned with the business strategy and long-term objectives of the Group. In addition, the performance of the Group in managing material sustainability risks and opportunities should also be considered;
- To structure the component parts of remuneration so as to link rewards to Company strategy and performance.
- To ensure the levels of remuneration be sufficiently attractive and be able to retain Directors needed to contribute to the success of the Company.

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- To ensure that the remuneration and incentives for Independent Directors do not conflict with their obligation to bring objectivity and independent judgment on matters discussed at Board meetings.
- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the NRC considers appropriate.
- To consider any other matters as defined by the Board.

Version Number	Board's approval Date	Effective Date
2.0	31 May 2023	31 May 2023