

# **Panasonic**

## **Panasonic Manufacturing Malaysia Berhad (6100-K)** (Incorporated in Malaysia)

### **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

#### **1. Composition**

The Nomination Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively of Non-Executive Directors, majority of whom are independent. The Nomination Committee shall consist of not less than three (3) members.

Membership of the Nomination Committee shall be disclosed in the Annual Report.

#### **2. Quorum**

Two (2) members shall form a quorum for Meetings.

#### **3. Chairman**

The members of the Nomination Committee shall elect a Chairman from amongst their members who shall be an Independent Director. In the absence of the Chairman of the Nomination Committee, the remaining members present shall elect one of their members as Chairman of the Meeting.

#### **4. Secretary**

The Secretary to the Nomination Committee shall be the Company Secretary.

#### **5. Conduct of Meetings and Minutes**

- (a) The Nomination Committee shall meet at least once a year or at such other times as the Chairman of the Nomination Committee may deem necessary.
- (b) Minutes of each Meeting shall be distributed to each Member of the Board.



- (c) Question arising shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the Meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the Meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.
- (d) A resolution in writing signed by all the members for the time being in Malaysia shall be as effective as resolution passed at a meeting of the Nomination Committee duly convened and held, and may consist of several documents in the like form, each signed by one (1) or more of the members.

## **6. Duties & Responsibilities**

- (a) To review annually the Board structure, size and composition and to make recommendations to the Board with regards to any changes that are deemed necessary.
- (b) To recommend to the Board, new nominees for appointment as Directors.
- (c) To recommend to the Board, Directors to fill the seats on Board Committees.
- (d) To assess Directors on an on-going basis, the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director.
- (e) To review annually the Board's mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board. This should be disclosed in the Annual Report.
- (f) To recommend to the Board for continuation (or not) in service of Executive Director(s) and Directors who are due for retirement by rotation.
- (g) To consider, in making its recommendations, candidates for directorships proposed by the Chairman or Managing Director and, within the bounds of practicability, by any other senior executive or any Director or shareholder.
- (h) To orientate and educate new Directors on the nature of the business, the current issues within the Company, the corporate strategy, the expectations of the

Company concerning input from the Directors and the general responsibilities of each Director.

**7. Reporting Procedures**

- (a) The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendation of the Nomination Committee.
- (b) The Nomination Committee shall report to the Board for its consideration and implementation.

*Adopted by the Board of Directors on 18 May 2005*