

STARHUB LTD

NOMINATING AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. PURPOSE

- 1.1 The Nominating and Governance Committee (the “NGC”) is a committee established as a matter of best practice by the Board of Directors (the “Board”) of StarHub Ltd (the “Company”).
- 1.2 The NGC shall be guided by the Company’s Corporate Governance Policy.
- 1.3 The main objectives of the NGC are:
 - 1.3.1 to support and advise the Company, its unlisted subsidiaries and, where applicable, unlisted associated companies (the “StarHub Group” and each company in the StarHub Group shall be referred to as a “StarHub Group Company”) in fulfilling their responsibilities to shareholders in ensuring that the boards of the StarHub Group Companies (the “Group Company Boards”) are comprised of individuals who are best able to discharge their responsibilities as directors having regard to the law and the highest standards of governance, by identifying suitable candidates for appointment to the Group Company Boards, in particular, candidates (a) who can value add to the management through their contributions in the relevant strategic business areas; (b) drive the Sustainability goals and targets of the Company with regards to governance matters; and (c) which appointments will result in the constitution of strong and diverse boards; and
 - 1.3.2 to review the adequacy of the StarHub Group’s corporate governance policies and as may be appropriate, recommend to the Board, any proposed changes to such policies from time to time.

2. FUNCTIONS

- 2.1 The NGC shall:

In relation to nomination and evaluation of Directors:

- 2.1.2 identify and assess suitable and qualified candidates for Board membership and recommend such candidates as well as the re-appointment of Directors to the Board for its approval;
- 2.1.3 in consultation with the respective Chief Executive Officers of the relevant StarHub Group Companies, make recommendations to the relevant Group Company Boards on candidates it considers appropriate for appointment on the relevant Group Boards;
- 2.1.4 regularly review the size, structure and composition (including the skills, qualification, experience and diversity) of the Board and Board Committees and the succession plans for Directors, and recommend changes, if any, to the Board;
- 2.1.5 review the independent status of individual directors annually, or when necessary, in line with corporate governance regulations;
- 2.1.6 implement and oversee the annual evaluation of the performance and effectiveness of the Board and Board Committees, including the communication of the results of such evaluations to the Board; and

- 2.1.7 communicate to and with shareholders at relevant general meetings or on a as-required basis.

In relation to corporate governance:

- 2.1.8 periodically review and assess the adequacy of the StarHub Group's corporate governance policies, taking into account relevant corporate governance developments (including best practices and changes in applicable law, regulations and listing rules), and if appropriate, recommend to the Board for approval any proposed changes thereto;
- 2.1.9 work with the Risk and Sustainability Committee ("RSC") to ensure thought leadership and action on Sustainability, particularly in relation to governance; and
- 2.1.10 work with the Executive Resource and Compensation Committee ("ERCC") on the Chief Executive Officer ("CEO") succession plan, appointment process and terms of appointment.

In relation to Director development:

- 2.1.11 ensure that new Directors are aware of their duties and obligations; and
- 2.1.12 review training and professional development programmes for the Board.

3. COMPOSITION AND CONSTITUTION

- 3.1 The NGC shall comprise no fewer than three (3) members, all of whom shall be non-executive directors of the Company, and the majority of whom (including the Chairman) shall be independent, namely a Director who shall not be:
 - 3.1.1 executive directors of the Company or any related corporation; or
 - 3.1.2 a spouse, parent, brother, sister, son or adopted son or daughter or adopted daughter of an executive director of the Company or any related corporation; or
 - 3.1.3 any person having a relationship with the Company which, in the opinion of the Board would interfere, or be reasonably perceived to interfere, with the exercise of independent judgement in carrying out the functions of the NGC.
- 3.3 The lead independent director, if any, should be a member of the NGC.
- 3.4 The Board shall appoint the Chairman of the NGC, who is an independent non-executive director.
- 3.5 Only members of the NGC have the right to attend NGC meetings. However, other individuals such as the Chairman of the Board, directors and the CEO, may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 3.6 If a member of the NGC for any reason ceases to be a member with the result that the number of members is reduced to below three (3) or the requisite majority set out in sub-paragraph 3.1 above is not satisfied, the Board shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members or the majority, as the case may be.
- 3.7 In the event that a member of the NGC who is a member of the Board retires, is removed or resigns from the Board, that member shall cease to be a member of the NGC.
- 3.8 The Board may, as it so decides, remove any member from the NGC.

4. MEETINGS AND PROCEEDINGS

- 4.1 The NGC shall meet as required, but no less than two (2) times in each financial year.
- 4.2 The Company Secretary, failing whom any person appointed by the NGC to act as secretary, shall be the secretary (the "Secretary") for all meetings of the NGC.
- 4.3 A seven (7) days' notice or such shorter notice as may be agreed by the NGC members, shall be given by the Secretary of the NGC to each member of the NGC and any other person required to attend specifying the date, time, venue and agenda of the meeting of the NGC.
- 4.4 Meetings of the NGC may be conducted by means of telephone or audio-visual conferencing or other methods of simultaneous communications by electronic means.
- 4.5 The Secretary shall convene a NGC meeting on the requisition of a NGC member.
- 4.6 The quorum for the NGC shall comprise two (2) members. In the absence of the Chairman, the members present shall elect a Chairman from amongst themselves for the meeting.
- 4.7 All decisions at any meeting of the NGC shall be decided by a majority of votes of the NGC members present and voting, excluding co-opted members. The Chairman of the NGC shall have a second or casting vote in case of an equality of votes. The decision of the NGC shall at all times exclude the vote, approval or recommendation of any member who has a conflict of interests in the subject matter under consideration.
- 4.8 Resolutions in writing signed by the requisite majority of the members of the NGC shall be as effective as if a resolution passed at a meeting of the NGC and may consist of several documents in the like form each signed by one or more NGC member. The expressions 'in writing' and 'signed' include approval of any such NGC member by electronic mail or any form of electronic communication approved by the Board for such purposes from time to time incorporating, if the Board deems necessary, the use of security and/or identification procedures and devices approved by the Board.
- 4.9 Minutes of the NGC meetings shall be recorded by the Secretary and confirmed by the Chairman of the respective NGC meeting. The minutes shall be tabled to the Board for information and kept by the Secretary at the registered office of the Company.
- 4.10 The NGC shall otherwise regulate / govern itself as it deems fit but within the ambit of its specified functions and in accordance with applicable law or regulation.

5. ANNUAL GENERAL MEETING

- 5.1 The Chairman of the NGC should attend all general meetings of shareholders to answer shareholder questions on the NGC's activities, role and scope of responsibilities.

6. REPORTING RESPONSIBILITIES

- 6.1 The Chairman of the NGC shall report to the Board on the NGC's proceedings after each NGC meeting.
- 6.2 The NGC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.3 Taking into account the Company's reporting obligations (pursuant to, as applicable, relevant rules and regulations, including for instance the Singapore Exchange Securities Trading Limited's Listing Rules (the "SGX-ST Listing Rules")), the NGC shall give a report of its activities to be included in the Company's annual report, as necessary.

7. OTHER MATTERS

7.1 The NGC shall:

- 7.1.1 have access to sufficient resources in order to carry out its duties, including access to the Secretary for assistance as required;
- 7.1.2 be provided with appropriate and timely training, in particular in respect of corporate governance expertise, on an ongoing basis for all members;
- 7.1.3 be provided with appropriate and timely updates with regards to corporate governance reporting requirements and trends;
- 7.1.4 give due consideration to laws and regulations, the provisions of the Singapore Code of Corporate Governance, the requirements of the SGX-ST's Listing Rules and any other applicable rules, as appropriate;
- 7.1.5 oversee any investigation of activities which is within its terms of reference; and
- 7.1.6 arrange for periodic reviews of its own performance, its constitution and terms of reference to ensure it is operating at optimal effectiveness and recommend any changes it considers necessary to the Board for approval.

8. AUTHORITY

8.1 The NGC is authorised to:

- 8.1.1 seek any information it requires from any employee of the Company and its subsidiaries in order to perform its duties;
- 8.1.2 obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference; and
- 8.1.3 require any employee of the Company and its subsidiaries to be in attendance at a meeting of the NGC as and when required, and to respond to the NGC's questions and/or to provide the NGC with any other assistance.

19 January 2023