

AJINOMOTO (MALAYSIA) BERHAD

(Company No. 4295-W)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Updated to be effective on 24 May 2018)

1. Objectives

To assist the Board of Directors in their responsibilities in nominating new nominees to the Board of Directors. The Nomination Committee shall also assess the performance of the Board, the Committees of the Board and the Directors of the Company on an on-going basis.

2. Composition of members

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

3. Chairman

The Chairman of the Nomination Committee shall be an Independent Director or the Senior Independent Director elected from amongst the Nomination Committee members. The Chairman of the Committee shall be approved by the Board of Directors.

4. Secretary

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

5. Meetings

The Nomination Committee 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 Nomination Committee may call for additional meetings at any time at the Chairman's discretion.

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

AJINOMOTO (MALAYSIA) BERHAD

(Company No. 4295-W)
(Incorporated in Malaysia)

(Terms of Reference of the Nomination Committee - cont'd)

Questions arising at any meeting of the Nomination Committee 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, the members can elect from amongst themselves the Chairman for the Meeting.

6. Minutes

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

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

9. Reporting

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

AJINOMOTO (MALAYSIA) BERHAD

(Company No. 4295-W)
(Incorporated in Malaysia)

(Terms of Reference of the Nomination Committee - cont'd)

10. Authority

The Nomination Committee shall, in accordance with a procedure or process determined by the Board of Directors and at the expense of the Company,

- (a) select and recommend new members of the Board and its Committees to the Board;
- (b) annually review the required mix of skills and experience and other qualities, including core competencies which 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; and
- (d) be entitled to the services of the Secretary who must ensure that all appointments are properly made, 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

11. Duties and Responsibilities

The duties and responsibilities of the Nomination Committee are as follows:-

- To assess and recommend to the Board of Directors, candidates for directorships recommended by the Chief Executive Officer, by the Shareholders or by the Directors.
- To recommend to the Board of Directors the nominees to fill the seats on Board Committees.
- To review Board and Senior Management succession plans.
- To review training programmes for the Board annually and facilitate board induction and training programmes for new members of the Board.
- To assess the effectiveness of the Board of Directors and the Committees of the Board as a whole, and each individual Director of the Board.
- To review the term of office and performance of the Audit Committee and each of its members annually to determine whether such Audit Committee

AJINOMOTO (MALAYSIA) BERHAD

(Company No. 4295-W)
(Incorporated in Malaysia)

(Terms of Reference of the Nomination Committee - cont'd)

and members have carried out their duties in accordance with their terms of reference.

- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the Nomination Committee considers appropriate.
- To consider any other matters as defined by the Board.