

TASEK CORPORATION BERHAD(4698-W)

**REMUNERATION AND NOMINATION COMMITTEE
TERMS OF REFERENCE**

Terms of Reference

1. The Committee shall consist of exclusively non-executive directors, the majority of whom shall be independent.
2. The Committee shall meet at least once a year and as and when called by the Chairman of the Committee. The quorum for meetings shall be a majority of the members of the Committee for the time being.
3. The Committee will monitor, review and recommend to the Board of Directors the appointment and all elements of remuneration of the Executive Director and/or Group Chief Executive Officer.
4. The Committee will evaluate and recommend to the Board of Directors, candidates for all directorships to be filled by shareholders or the Board of Directors.
5. The Committee will, in making its recommendations, consider and evaluate candidates for directorships proposed by the Executive Director and/or Chief Executive Officer and within bounds of practicality, by any other senior executive or any Director or shareholder.
6. The Committee will, where appropriate, evaluate and consider suitable person(s) to recommend to the Board of Directors to fill the seats on committees set up by the Board.
7. The Committee will periodically review the Board of Directors' required mix of skills and experience and other qualities, including core competencies or diversity which non-executive directors and independent directors should bring to the Board of Directors and makes its recommendation to the Board of Directors.
8. The Committee will develop, maintain and review the criteria to be used in the assessment of directors for recommendation to the Board of Directors for approval and use.
9. The Committee will assist as and when required in the review and evaluation of the Company and Group's annual bonus and increment for recommendation to the Board of Directors for approval.
10. The Committee will periodically review the term of office and performance of the Board Audit and Risk Management Committee ("BARC") and each of its members and whether the BARC and its members have carried out their duties in accordance with the BARC's terms of reference.
11. The Committee shall from time to time include other terms of reference as may be agreed by the Committee and the Board of Directors.
12. A resolution in writing signed by all the members of the Committee shall be valid and effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted and may consist of several documents in the like form, each signed by one or more members of the Committee and shall together constitute one and the same resolution.

(End)