

EXECUTIVE COMMITTEE

– TERMS OF REFERENCE

TMC LIFE SCIENCES BERHAD

Approved by : Board of Directors

Approved date : 18 July 2023

This Terms of Reference sets out the matters concerning the governance of the Executive Committee (“EXCO” or “Committee”).

1.0 Purpose

- 1.1 The purpose of the EXCO is to assist the Board of Directors (“Board”) in:
- Implementing of significant operational matters for TMC Life Sciences Berhad (“TMCLS” or “Company”) and its subsidiaries (“the Group”);
 - Providing Direction and/or guidance to, and overseeing Management’s performance; and
 - Expediting decision-making in relation to important strategic and major operational issues of the Group that is within its Limit of Authority.

2.0 Composition

2.1 Size

- (a) The Committee shall consist of not less than five (5) members at any time.

2.2 Membership

- (a) The EXCO shall comprise the following members and/or any other individuals as the Board deems fit:
- Group Chief Executive Officer;
 - Executive Director;
 - Any director, if nominated or proposed by the Board
 - Group Chief Financial Officer
 - Chief Executive Officers of TMCLS’s subsidiaries;
 - Person-in-charge of Thomson Hospital Kota Damansara; and
 - In addition, the Board may invite as a member, any person nominated by the prevailing controlling shareholder.

2.3 Chairman of the Committee

- (a) The Chairman of the EXCO shall be the Group Chief Executive Officer.
- (b) In the absence of the Chairman, the remaining members present in the meeting shall elect one (1) of the members to chair the meeting.

2.4 Secretary of the Committee

- (a) The Secretary of the EXCO shall be the Company Secretary or any other persons as the EXCO deems fit.
- (b) The Secretary shall record the proceedings and decisions of the EXCO meetings and the minutes shall be circulated to all members, as appropriate, taking into account any conflicts of interest that may exist,

3.0 Appointment, resignation and removal of members

- 3.1 The members of the EXCO shall be appointed by the Board based on their ability to devote time, character, integrity, competence and experience relevant to their duties of the EXCO.
- 3.2 Any member of the EXCO may resign from the Committee by giving notice in writing to the

Board.

- 3.3 If a member of the EXCO resign, or for any other reasons cease to be a member thereof, the Board may, if deem fit, appoint such individual as a member of the EXCO.
- 3.4 Unless otherwise determined by the Board, the duration of appointment will be for a continuous term.
- 3.5 The Board, may from time to time and in its absolute discretion, revise the composition of the EXCO, including but not limited to the removal of such individual as member of the EXCO.

4.0 Duties of the Committee

4.1 EXCO is responsible to:

- Review the short and long-term objectives and strategic direction of the Company and its Group and consider any changes required on the ongoing basis in the light of changing circumstances and operating environment in which the Company and the Group operate.
- Review and monitor the business developments, to discuss and resolve operational, management and clinical issues and risks and to review the financial performance of the Group against the budget and business plan.
- Review and recommend for adoption by the Board, annual budget and long-term business plan to achieve the objectives of the Company and its Group that are above its authority limit under the Limit of Authority.
- Review and approve the matters within its authority limit as set out in the Limit of Authority.
- Review the monthly and year-to-date financial results and cash flow and its forecasts and determine whether any financial risks and whether corrective action is necessary to be taken by Management.
- Provide direction and guidance to, and oversee Management's performance.
- Review alliances, acquisitions, disposals and other strategic agreements and making recommendation to the Board for approval.
- Perform any other actions or assume any other powers and responsibilities that may from time to time be assigned or delegated to the EXCO by the Board.

5.0 Meetings

5.1 Meeting frequencies and calling of meetings

- (a) The EXCO shall meet at any other months that does not have a Board meeting or as and when required, but not less than four (4) times a year.
- (b) Only the members of the EXCO have the right to attend EXCO meetings. However, the EXCO may request members of Management and/or any other individuals, as it may deem fit, to participate in its meetings.

5.2 Quorum and participation

- (a) The quorum for the EXCO shall consist of two-thirds (2/3) of its members.
- (b) A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the members of the EXCO for the time being entitled to receive notice of a meeting of the EXCO, shall be as valid and effectual as if it had been passed at a meeting of the EXCO, duly called and constituted. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the EXCO.

5.3 Notice on meetings and information flow

- (a) Notice of a meeting shall be sent to all members in a timely manner, which should include the date, time, venue and the agenda of the meeting at least five (5) business days in advance, unless otherwise agreed.
- (b) The EXCO meeting agenda items shall be developed by the Chairman of the EXCO and the Secretary in consultation with Management.
- (c) Any proposals to be tabled to the EXCO must be reviewed and approved by the Group Chief Executive Officer and Group Chief Financial Officer before being submitted for presentation or circulation to EXCO.

5.4 Voting

- (a) A matter put to vote at the EXCO meeting shall be decided by a minimum of five (5) votes cast, unless otherwise stated in the approved Limit of Authority for matters which require full support from all Exco members.

5.5 Meeting minutes

- (a) The EXCO shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the EXCO.
- (b) The minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive and contemporaneous evidence without any further proof of the facts thereon stated.
- (c) All members should ensure that the meeting minutes accurately reflect the deliberations and decisions of the EXCO, which includes any dissenting comments made.
- (d) The reproduction of any parts of the meeting minutes shall only be performed through or by the Secretary with the approval of the EXCO Chairman.

5.6 Reporting and disclosure

- (a) The Chairman of the EXCO shall report to the Board after each meeting either formally in writing or verbally at Board Meeting all matters or updates as mandated by the Board.
- (b) The EXCO shall report to the Board on any specific matters referred to it by the Board for review and recommendation.

6.0 Authority

- 6.1 The EXCO shall in accordance with the procedures determined by the Board and at the cost of the Company:
- (a) have the resources which are required to perform its duties;
 - (b) have full and unrestricted access to all information and documents within the Group to perform its duties;
 - (c) have the right to obtain independent professional or other advice at the Company's expense;
 - (d) have the right to invite any employees of the Group to attend EXCO meetings and to brief the Committee members on matters being deliberated.
 - (e) meet as and when required on a reasonable notice and have the right to regulate its own procedure on the calling of meeting;
 - (f) have the right to pass resolutions by a simple majority vote from the Committee members; and
 - (g) have the right to provide recommendations to the Board for consideration and approval. Any proposals to be tabled to the Board for consideration and approval must be approved by the EXCO before being presented or circulated to the Board or any of its sub-committees, except for any report from internal or external auditors which will be tabled directly to Audit and Risk Management Committee (ARMC).
 - (h) Should there be material changes to proposals after review from the Board or any of its sub-committees, the proposal must be re-approved by EXCO either in discussion or circulation before escalating again to the Board or any of its sub-committees' approval. The revised presentations must be approved by the Group Chief Executive Officer and Group Chief Financial Officer before being re-submitted for presentation/ circulation to EXCO.

7.0 Review of the Terms of Reference

- 7.1 The EXCO shall review and assess the adequacy of these Terms of Reference on a periodic basis as determined by the EXCO or as and when necessary. Any revision or amendments to the Terms of Reference shall be approved by the Board.