

JARDINE MATHESON HOLDINGS LIMITED

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

The Board of Directors (the 'Board') of Jardine Matheson Holdings Limited (the 'Company') has established the Nominations Committee (the 'Committee') to (i) oversee the process for the appointment of the Chief Executive Officer of the Company (the 'CEO'), (ii) lead the process for nominations to the Board and its committees and (iii) assist the Chairman of the Board in reviewing the Board's effectiveness.

2. AREAS OF RESPONSIBILITY

- 2.1 The Committee will review and make recommendations to the Board on the structure, size and composition of the Board and its committees and make recommendations on appointments to maintain the right balance of skills, knowledge and experience and independence, as well as a diversity of perspectives, to enable the Board to fulfil its responsibilities effectively.
- 2.2 **Non-Executive Directors.** The Chairman of the Board (supported by the Committee) will lead the process for Non-executive Board appointments and the selection of suitable candidates as additional directors or to fill vacancies as and when they arise.
- 2.2.1 Candidates will be assessed based on merit and objective criteria, giving consideration to the promotion of the diversity of gender, social and ethnic backgrounds, knowledge, experience and skills.
- 2.2.2 The process will take account of the leadership needs of the Company; the structure, size, composition and time requirements of the Board; and the balance of skills, experience, independence and knowledge of candidates to ensure that those best able to meet the challenges and opportunities facing the Company and to promote its success are appointed.
- 2.2.3 Individuals with relevant international business and industry knowledge and experience will be sought. Familiarity with relevant Asian markets including, where appropriate, existing business relationships in the region, will be taken into account.
- 2.2.4 The ability of prospective candidates to meet the required time commitments will also be taken into account.
- 2.2.5 Suitable candidates will be recommended to the Board for its approval, with the Chairman of the Board having the final say in relation to such recommendations.
- 2.3 **The CEO.** The Committee is responsible for and will lead the process for the appointment of the CEO and the selection of suitable candidates as CEO as and when necessary. Suitable candidates will be recommended to the Board for its approval, with the Chair of the Committee having the final say in relation to such recommendation.
- 2.4 **Other Senior Management Positions.** The CEO (supported by the Committee) will oversee the development of succession pipelines and/or the recruitment process for other senior management positions to ensure talent is identified and nurtured to meet the challenges and opportunities facing the Company. The CEO will recommend the appointment of individuals to the key senior management positions to the Committee for discussion prior to any appointment.

- 2.5 The Committee will satisfy itself that any skill gaps are addressed in the reviews of Board composition. It will also consider Directors' training and development needs and ensure that appropriate development opportunities are in place for Directors to keep abreast of market knowledge and industry trends to enable them to perform their role effectively.

3. OPERATION OF THE COMMITTEE

- 3.1 The Committee will consist of the Chairman of the Board and one or more other members, as the Chairman of the Board may determine, who will be selected by the Chairman of the Board.
- 3.2 The Chairman of the Board will be the Chair of the Committee.
- 3.3 The Committee shall meet as required upon such notice as the Committee may decide for the despatch of business, and otherwise regulate their meetings and proceedings as they think fit. The Committee shall invite such persons as they deem appropriate to attend the Committee's meetings.
- 3.4 Meetings of the Committee may be held in person, by telephone or by videoconference.
- 3.5 A quorum will be two members, including the Chair of the Committee.
- 3.6 Any resolutions of the Committee at any meeting shall be passed by a majority of votes of the members present. A resolution in writing signed by a majority of the members of the Committee (one of whom must be the Chair of the Committee) shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.7 The Secretary of the Committee will be such suitable person as may be determined by the Committee.
- 3.8 An appropriate record will be kept of each Committee meeting and made available to members of the Board on request.
- 3.9 The Committee may, through Jardines' People and Culture function or the CEO, request any information as it may consider appropriate (whether from Jardines' employees or other relevant resources) to carry out its activities. Administrative support for the Committee, including operations and logistics, shall be provided by Jardines' People and Culture function.
- 3.10 The Committee may obtain independent legal or other professional advice, including making use of search or recruitment agencies, as appropriate to fulfil its responsibilities.

4. REPORTING AND DISCLOSURE

A description of the Committee's responsibilities will be included in the Company's annual report, and a copy of these Terms of Reference shall be made available on the Company's website.

5. REVIEW OF COMMITTEE RESPONSIBILITIES

The composition, remit or operation of the Committee or any other aspect of these Terms of Reference may be reviewed at any time to make such amendments as are considered necessary or desirable.