

# MANDARIN ORIENTAL INTERNATIONAL LIMITED

## TERMS OF REFERENCE NOMINATIONS COMMITTEE

### 1. Purpose

The Board of Directors (the Board') of Mandarin Oriental International Limited (the 'Company') has established the Nominations Committee (the 'Committee') to (i) assist the Chairman in reviewing the Board's composition and making recommendations on any proposed changes to enhance Board effectiveness; (ii) lead the process for nominations to the Board and its committees; (iii) oversee the development of succession pipelines for Board and senior management positions.

### 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 in order to maintain the right balance of skills, knowledge and experience and independence, as well as diversity of perspectives, to enable the Board to effectively fulfill its responsibilities.
- 2.2 The Committee will lead the process for Board appointments and nominate suitable candidates to the Board as additional members or to fill vacancies of the Board as and when they arise.
  - 2.2.1 The Committee will assess candidates based on merit and objective criteria, giving consideration to the promotion of diversity of gender, social and ethnic backgrounds, knowledge, experience and skills;
  - 2.2.2 In making its recommendations, the Committee will take account of the leadership needs of the Group; the structure, size, composition and time requirements of the Board; and the balance of skills, experience, independence and knowledge of candidates so as to ensure that those best able to meet the challenges and opportunities facing the Group and to promote its success are appointed;
  - 2.2.3 The Committee will aim to appoint individuals who have international business knowledge and experience more generally, as well as industry knowledge and experience where possible. They will also seek individuals who have familiarity with, or adaptability to, Asian markets, including, where relevant, existing business relationships in the region. In making appointments for executive positions, the Committee may look at internal as well as external candidates where appropriate.
  - 2.2.4 The Committee will also take into account the ability or prospective candidates to meet the required time commitments.
- 2.3 The Committee will also oversee the development of succession pipelines for both the Board and senior management positions – particularly for the key roles of Group Chief Executive, Chief Financial Officer and other executive Directors of the Company – to ensure talent is identified and nurtured to meet the challenges and opportunities facing the Group.

2.4 The Committee will satisfy itself that any skill gaps are addressed in the reviews of Board composition. It will also consider the training and development needs of Directors 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 at least three members, who will be selected by the Chairman of the Board.

3.2 The Chairman of the Board will be the Chairman of the Committee .

3.3 A quorum will be two members, including the Chairman of the Board.

3.4 The Committee will meet at least annually and more often if necessary. The Committee shall invite such persons as they deem appropriate to attend the Committee's meetings.

3.5 The Secretary of the Committee will be the Jardines group corporate secretary or such other suitably qualified person as may be determined by the Committee.

3.6 Meetings of the Committee may be held in person, by telephone or by videoconference.

3.7 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 shall be a valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

3.8 An appropriate record will be kept of each Committee meeting.

3.9 The Committee may make use of search or recruitment agencies in order to fulfill its responsibilities.

3.10 The Committee may obtain independent legal or other professional advice as appropriate in order to fulfill its responsibilities.

3.11 The Committee may seek any information that it requires from Group Human Resources of Mandarin Oriental or any employee of the Company or have access to such resources, including employees, as it may consider appropriate in order to carry out its activities.

3.12 Nothing in these terms of reference will override the power of the Jardines group executive chairman to appoint the Managing Director of the Company.

### **4. Reporting and Disclosure**

4.1 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**

- 5.1 The composition, remit or operation of the Committee or any other aspect of these terms of reference may be reviewed at any time in order to make such amendments as are considered necessary or desirable.

March 2021