

Charter of Nomination Committee

1. Objectives

The Nomination Committee has been established by Board of Directors of Mega Lifesciences Public Company Limited in their meeting 01/2022 held on February 23, 2022. The objective is to promote Good Corporate Governance by appointing a focused committee to establish Nomination standards for Board of Directors.

2. Composition

The Committee shall be appointed by the Board of Directors and shall comprise of minimum three (03) Members, all Independent Directors, including an Independent Director as Chairman of the Committee.

3. Term/ Tenure

The Committee members once appointed shall hold office for a period of three (03) years and can be re-elected if the members offer themselves for reappointment and Board of Directors deems appropriate.

Other than due to end of term of office or term as a Board member, The Committee member may resign with minimum ninety (90) days advance notice and the Board shall fill the vacancy within this period. In case if all the Committee members resign simultaneously then the Committee shall continue to be in office until the Board of Directors is able to appoint a new Nomination Committee.

In case of a vacancy other than the term of office or term as Board member, the Board of Directors shall appoint a qualified person within ninety (90) days to attain the minimum membership of the committee as per this charter. The person so appointed shall remain in office for the balance term.

4. Roles and Responsibilities

- To determine the procedure and criteria for director nomination.
- To determine the qualifications of directors with a focus on the skills, experience, and specific capabilities which are beneficial to the Company, and consideration of such directors' dedication of time, diversity and personal endeavor to perform their duties as directors.
- To search and select qualified experts to act as directors and nominate them to the Board of Directors by seeking approval for appointment from the annual general meeting of shareholders.
- To deliberate on the succession plan for the Chief Executive Officer while reviewing the list of qualified and suitable persons.
- To select directors who are qualified as committee members for the Board of Directors' in the event of vacancies.
- To make recommendation to the Board of Directors on the organization structure annually.
- To sub-authorize and/or delegate any other persons to perform certain tasks on behalf of the Nomination Committee, provided that such sub-authorization and/or delegation shall be within the scope of authority specified in the respective power of attorney

and/or rules, regulations or resolutions of the Board of Directors. However, in a transaction, the delegation within the scope of duties and responsibilities of the Nomination Committee shall not be a sub-authorization or delegation that allows the Nomination Committee or any authorized person who has a conflict of interest or a conflict of any kind with the Company or its subsidiaries to approve such a transaction.

- To Conduct self-assessment of the Committee minimum once a year and submit to the Board of Directors

5. Reporting

Nomination Committee shall report to the Board of Directors.

6. Conduct of meetings

The Committee shall meet minimum once a year and the Committee shall have the authority to call additional meetings if it deems necessary

The quorum shall be 2/3rd number of members required to be present to conduct the meeting

The members shall have one vote per member and the decisions shall be taken by majority and the resolution shall be deemed passed if accepted by the majority.

Members with conflict of interest shall not vote and the Chairman shall have an additional vote in the event of a tie.