

CATHAY PACIFIC AIRWAYS LIMITED

國泰航空有限公司

Nomination Committee - Terms of Reference *(Amended and restated with effect from 1st July 2025)*

Establishment

1. The Nomination Committee (the “**Committee**”) was established on 9th March 2022 pursuant to Article 127 of the articles of association of Cathay Pacific Airways Limited (the “**Company**”).
2. The Committee shall be appointed by the board of directors of the Company (the “**Board**”) from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors, with at least one member of a different gender. A quorum shall be two members.
3. The Committee shall be chaired by the chair of the Board or an independent non-executive director.

Frequency of meetings

4. The Committee shall meet at least once in each calendar year.

Duties

5. The duties of the Committee are:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the board to complement the Company’s corporate strategy;
 - (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to assess the independence of independent non-executive directors;
 - (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chair and the chief executive officer;
 - (e) to review each director’s time commitment and contribution to the Board, as well as ability to discharge his or her responsibilities;
 - (f) to review regularly the implementation of the Company’s policy on board diversity; and

(g) to support the regular evaluation of the Board's performance.

Authority

6. The Committee is authorised by the Board to seek independent professional advice at the expense of the Company in order to perform its duties.

Reporting procedures

7. The Committee shall report to the Board on its decisions or recommendations, unless restricted by laws or regulations.