

CATHAY PACIFIC AIRWAYS LIMITED
國泰航空有限公司

Nomination Committee - Terms of Reference
(Amended and restated with effect from 11th January 2023)

1. The nomination committee (the “**Committee**”) is established 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 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. A quorum shall be two members.
3. The Committee shall be chaired by the chair of the board or an independent non-executive director.
4. The Committee shall meet at least once in each calendar year.
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 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; and
 - (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.
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.