

Nomination Committee Terms Of Reference

1. Membership

- 1.1. The Nomination Committee (“the Committee”) shall be appointed by the Board of Directors of the Company (“the Board”) and shall comprise of the Committee Chairman and at least two other members.
- 1.2. A majority of members of the Committee shall be independent non-executive directors.
- 1.3. The Board shall appoint the Committee Chairman. The Chairman of the Board may be appointed as Chairman of the Committee, but the Senior Independent Director will chair the Committee when it is dealing with the appointment of a successor to the Chairmanship of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

2. Secretary

- 2.1. The Company Secretary shall act as the Secretary of the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two.

4. Frequency of Meetings

- 4.1. The Committee shall meet not less than once a year and at such other times as the Chairman of the Committee shall require.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated to all members of the Committee and to the Board.

7. Annual General Meeting

- 7.1. The Chairman of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee’s activities.

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8. Duties

8.1. Composition of the board

The Committee shall:

- 8.1.1. regularly review the structure, size and composition (including the skills, experience, independence, knowledge and diversity) of the board and make recommendations to the board with regard to any changes that are deemed necessary;
- 8.1.2. keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace; and
- 8.1.3. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

8.2. Succession planning

The Committee shall:

- 8.2.1. give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills, experience, independence, knowledge and diversity needed on the board in the future; and
- 8.2.2. satisfy itself that plans are in place for orderly succession for appointments to the board and senior management, based on merit and objective criteria but, within this context, promoting diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.

8.3. Appointments to the board

The Committee shall:

- 8.3.1. be responsible for identifying and nominating for the board’s approval, candidates from a wide range of backgrounds to fill board vacancies as and when they arise;
- 8.3.2. consider proposals for the re-appointment or promotion of directors and also any proposal for their dismissal, retirement, non re-appointment or any substantial change in their duties or responsibilities or the term of their appointment;
- 8.3.3. before the board makes any appointment, evaluate the balance of skills, experience,

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independence, knowledge and diversity on the board, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:

- 8.3.3.1. use such methods as it deems appropriate, including the use of open advertising or the services of external advisers to facilitate the search;
 - 8.3.3.2. consider candidates from a wide range of backgrounds; and
 - 8.3.3.3. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position; and
- 8.3.4. for the appointment of a chairman, prepare a job specification, including the time commitment expected, and require a proposed chairman to disclose other significant commitments to the board before appointment and disclose any changes to the chairman’s commitments to the board as they arise.

8.4. Board evaluation

The Committee shall:

- 8.4.1. if requested, assist the chairman of the board with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the board and its committees, including consideration of balance of skills, experience, independence and knowledge of the Company, its diversity, including gender, how the board works together as a unit, and other factors relevant to the board’s effectiveness;
- 8.4.2. review the results of the board performance evaluation process that relate to the composition of the board; and
- 8.4.3. review the results of the performance evaluation of the Committee.

9. Authority

- 9.1. The Committee is authorised to obtain, at the Company’s expense, outside legal or other professional advice on any matters within its terms of reference.