

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board and shall be made up of at least 2 members, composed of non-executive directors, a majority of whom are independent non-executive directors.
- 1.2. Only members of the Committee have the right to attend Nomination Committee meetings. However, other individuals such as the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3. The Board shall appoint the Committee Chairman who should be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.4. Any question arising at any Committee meeting shall be decided by a majority of votes and a determination by a majority of committee. In the case of an equality of votes the Chairman shall have a casting vote.

2. Secretary

- 2.1. The Company Secretary or any other person so appointed by the Committee from time to time shall act as the Secretary of the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be 2 and both of whom must be independent non-executive directors.

4. Frequency of Meetings

- 4.1. The Committee shall meet at least once a year or 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.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than 7 working days before the date of the meeting.

Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

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 promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

7. Duties

7.1. The Committee will:

- 7.1.1. regularly review the tenure of each director, structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 7.1.2. 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 what skills and expertise are therefore needed on the Board in the future;
- 7.1.3. be responsible to identify and recommend to the board candidates for all directorships to be filled by the shareholders or the board, taking into consideration the candidates':
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- 7.1.4. review annually the required mix of skills and experience and other qualities including core competencies which non-executive directors should bring to the board; and
- 7.1.5. annually assess the effectiveness of the board as a whole, the board committees and the contributions of each individual director, including independent non-executive directors and the CEO. All assessments and evaluations carried out by the Committee in discharging of all its function should be properly documented.

7.1.6. Review the term of office and performance of an audit committee and each of its members annually to determine whether such audit committee and members have carried out their duties in accordance with their terms of references.

7.2. The Committee will also make recommendations to the Board concerning:

7.2.1. plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive;

7.2.2. suitable candidates for the role of senior independent director;

7.2.3. membership of the Board Committees, in consultation with the chairmen of those committees;

7.2.4. the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

7.2.5. the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's Constitution having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; and

7.2.6. any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract.

8. Reporting Responsibilities

8.1. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. Other

9.1. The Committee shall, as and when necessary, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

10.1. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.