

Nomination Committee Mandate

Purpose

The Nomination Committee (“NOMCO” or “Committee”) is established to review the structure, size and composition (including the balance of skills, knowledge and experience) of the board and its committees, and to review succession planning for the board and senior management.

It is also responsible for monitoring the on-going performance of the board and its committees. The Committee shall report and make recommendations to the board in respect of any action required in these matters.

Operation

Composition

- The NOMCO shall consist of not less than three non-executive directors;
- Members of the Committee shall be determined by the board;
- The NOMCO shall have a Chairman, who shall normally be the Chairman of the Board;
- The Chairman shall chair the Committee meetings in all matters except those that relate to the Chairman himself;
- A quorum shall be two members of the Committee;
- The Company Secretary will be secretary of the Committee.

Invitees

- The Committee may also invite other members of the board, executive committee (“EXCO”), senior management, and/or any third party consultant to attend Committee meetings as appropriate.

Frequency

- The Committee shall meet at least once a year, or more frequently as required.

Responsibilities

- To review and report on the composition of the board and its committees;
- To review and report on the performance of the board and its committees;
- To make recommendations as to changes to the board and its committees, including the nomination of chairman of the board, chairmen of each committee and senior independent non-executive;
- To ensure succession planning for executive directors and where appropriate, EXCO and senior managers;
- To review the overall leadership needs of the Group, including involving external advisers to facilitate this review and to assist with succession;
- To monitor appointments to the board, and ensure compliance with statutory, legal, and other regulatory requirements;
- To make recommendations to the board considering any matters that might call into question the suitability of directors or senior managers to continue in their roles.