

## Nomination Committee Charter

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### Part 1: Constitution

- 1.1 The nomination committee shall be a committee of the board established by the board.

### Part 2: Objectives

- 2.1 The objective of the committee is to assist the board with the following:
- assess necessary and desirable competencies of Board members.
  - review Board succession planning.
  - evaluate Board's performance.
  - make recommendations for the appointment and removal of directors to the Board.

### Part 3: Membership

- 3.1 Members of the committee shall comprise members of the board appointed by the board.
- 3.2 The number of members of the committee shall not be less than two, a majority of whom shall, wherever possible, be non-executive directors.
- 3.3 The board shall appoint a chairman from among the non-executive members of the committee. Should the chairman be absent from a meeting, the members of the committee present at the meeting shall choose one of the other members of the committee to chair that particular meeting.

### Part 4: Secretarial and Meetings

- 4.1 The secretary of the committee shall be appointed by the board.
- 4.2 A quorum of members of the committee shall be two at least one of whom must be a non-executive director.
- 4.3 The committee may have in attendance such members of management and such other persons including external advisers, as it considers necessary to provide appropriate information and advice.
- 4.4 All directors shall be entitled to attend meetings of the committee.
- 4.5 Reasonable notice of meetings and the business to be conducted shall be given to the members of the committee.
- 4.6 Meetings shall be held at least once per year or when ever a board vacancy has been created or the need for an additional appointment needed.

4.7 Minutes of all meetings shall be kept.

#### **Part 5: Responsibilities**

- 5.1 Subject to the limitations on the committee's authorities contained on paragraph 6, the responsibilities of the committee are as follows:
- identifying the needs of the company.
  - development of criteria for the selection of directors to meet those needs.
  - determining the appropriate size and composition of the Board.
  - developing a succession plan for the Board and regularly reviewing the plan.
  - reviewing the time required from a non executive director and whether directors of the Board are meeting this requirement.
  - evaluating the performance of the Board and key executives.
  - ensuring that there is an appropriate induction programme in place for new directors and members of senior management and reviewing its effectiveness.
  - considering such other matters relating to remuneration issues as may be referred to it by the board.

#### **Part 6: Authorities**

- 6.1 The committee will make recommendations to the board on all matters requiring a decision. The committee does not have the power or authority to make a decision in the board's name or on its behalf.
- 6.2 The committee is authorised by the board, at the expense of the company, to obtain such outside information and advice including market surveys and reports, and to consult with such management and executive search consultants and other outside advisers with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities.

#### **Part 7: Review of the Committee**

- 7.1 The committee will undertake an annual self-review of its objectives and responsibilities. Such objectives and responsibilities will also be reviewed by the board and any other person the board considers appropriate.

#### **Part 8: Reporting Procedures**

- 8.1 After each meeting the chairman will report the committee's recommendations and findings to the board.
- 8.2 The minutes of all committee meetings will be circulated to members of the board.
- 8.3 The chairman will present a report to the board on an annual basis summarising the committee's activities during the year and any related significant results and findings.