

## **NOMINATION COMMITTEE**

### **Membership**

The Board shall appoint a Nomination Committee comprising of not less than two independent non-Executive Directors and the Chairman of the Company. The Chairman of the Company will be appointed Chairman of the Committee. The Chairman of the Committee shall appoint the Secretary of the Committee.

### **Terms of Reference**

- To be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- Before making an appointment, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- To review annually the time required from a non-Executive Director.
- To give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise which are needed on the Board in the future;
- To review regularly the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
- To keep under review the leadership needs of the Company, both Executive and non-Executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- To make a statement in the Annual Report about its activities; the process used for appointments; the membership of the Committee, number of Committee meetings and attendance of members over the course of the year;
- To make publicly available its terms of reference explaining clearly its role and the authority delegated to it by the Board; and
- To ensure that on appointment to the Board, non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside the Board meetings.

The Committee should make recommendations to the Board:

- in respect of plans for succession for both Executive and non-Executive Directors;
- in respect of the re-appointment of any non-Executive Director at the conclusion of their specified term of office;

- concerning the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's Articles of Association;
- concerning any matters relating to the continuation in office of any Director at any time; and
- concerning the appointment of any Director to Executive or other office other than the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the Board. Due to the importance and nature of the professional relationship between Board members, all existing Board members shall have the opportunity together to meet with any recommended appointee to the Board prior to a formal offer of appointment being made.

The Chairman of the Committee or, in his absence, another member of the Committee shall answer questions concerning matters falling within its Terms of Reference at the Annual General Meeting.

### **Procedure**

- (i) The meetings and proceedings of the Committee will be governed by the Company's Articles of Association.
- (ii) The Committee will meet as and when required.
- (iii) The quorum for decisions of the Committee shall be any two non-Executive Directors or the Chairman and one non-Executive Director present throughout the Meeting.
- (iv) The Committee may invite members of the Board or other Executives to attend its meetings.
- (v) Minutes of meetings shall be taken by the Committee Secretary and shall be reviewed and approved by the Committee and signed by the Chairman of the Committee.
- (vi) Subsequent to the meeting of the Committee the agenda for the subsequent Board Meeting shall provide an opportunity for the Chairman of the Committee to report orally on any matters of importance.
- (vii) The Committee may, at the cost of the Company, obtain such legal or other independent professional advice as is reasonably considered necessary to perform its duties.

Adopted by the Board on 7 September 2005.