

## NOMINATION COMMITTEE

### TERMS OF REFERENCE

1. **Constitution**

The Nomination Committee is established as a Committee of the Board of the Company.

2. **Membership**

The Nomination Committee shall comprise exclusively non-executive Directors, a majority of whom are independent. The attendance of two will comprise a quorum.

The Chairman of the Committee will be appointed by the Board. Questions arising at any meeting should be determined by a majority of votes. In the case of equality of votes, the Chairman of the Committee shall have a casting or second vote except where only two Directors are present.

The Secretary of the Committee will be the Secretary of the Company.

The term of office of the Nomination Committee members should be reviewed by the Board every two years.

3. **Functions**

The duties and functions of the Nomination Committee are:-

- (i) identifying and recommending new nominees for the Board and Board Committees.
- (ii) annually assesses the effectiveness of the Board as a whole, the Board Committees and the contribution of each Director on an ongoing basis.
- (iii) annually reviews the mix of skills, experience and other qualities, including core competencies which non-executive Directors should bring to the Board of the Company.
- (iv) annually reviews the Board structure, size and composition.

The actual decision as to who shall be nominated shall be the responsibility of the full Board after considering the recommendations of the Nomination Committee.

4. **Attendance at Meetings**

Any Director will have the right to attend meetings of the Committee (unless in any particular case, the Chairman of the Committee considers that it is inappropriate).

5. **Frequency of Meeting**

Meetings may be convened as and when necessary.

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6. **Reporting Procedures**

The Secretary will circulate the minutes of the Committee to all members of the Committee.

The names of the Nomination Committee should be published in the Company's Annual Report and Accounts.

The Chairman of the Committee will be available to answer questions about the work of the Committee at the Annual General Meeting of the Company.