



## Nomination Committee

Terms of Reference

## **1. Constitution and Membership**

- 1.1. The Board has established a committee of the Board known as the Nominations Committee (the "**Committee**").
- 1.2. The Committee shall be appointed by the Board and shall consist of the Chairman of the Company and not less than two directors, who shall be non-executive. A quorum shall be two directors.
- 1.3. The Chief Executive Officer (the "**CEO**") will normally expect to attend all meetings of the Committee.
- 1.4. The Company Secretary shall act as Secretary to the Committee and shall keep minutes of all meetings.

## **2. Frequency of Meetings**

Meetings shall be held as appropriate.

## **3. Scope of Committee**

- 3.1. The Committee shall be responsible for:
  - 3.1.1 identifying and recommending to the Board a Chairman, CEO, or any non-executive directors;
  - 3.1.2 identifying and recommending executive directors to a brief laid down by the Board, any appointment to be ratified by the Board; and
- 3.2. The Committee's other duties shall be to:
  - 3.2.1. evaluate, before making a recommendation, 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;
  - 3.2.2. review annually the time required from a non-executive director. Performance evaluation should be used to assess whether the non-executive directors are devoting enough time to fulfil their duties;
  - 3.2.3. to ensure that appropriate plans are in place at all times for orderly succession for Board members, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;
  - 3.2.4. review annually the structure, size and composition (including the skills, knowledge and experience) of the Board and its committees and make recommendations to the Board with regard to any changes;
  - 3.2.5. review annually the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

- 3.2.6. make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance over the course of the year; and
- 3.2.7. make available its terms of reference explaining clearly its role and the authority delegated to it by the Board.
- 3.4. The Chairman of the Committee shall liaise closely with the Chairman of the Remuneration Committee in relation to the service contract and remuneration package to be offered to any proposed executive director or to any proposed Regional EVP prior to any offer of appointment being made. Should there be any disagreement between the Committee and the Remuneration Committee, the matter shall be referred to the Board, again prior to any offer being made.
- 3.5 The Committee shall have the power to engage the services of such advisers (either internal or external) as it deems either desirable or necessary to enable it to fulfil its brief.

#### **4. Reporting**

- 4.1. The Chairman of the Committee shall report the Committee's conclusions and decisions to the Board.
- 4.2. The Chairman of the Committee shall attend the Company's Annual General Meeting to answer any shareholder's questions about the Committee's activities.