

## **THE NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **Constitution**

The Board has resolved to establish a committee of the Board known as the Nomination Committee.

#### **Membership**

The committee shall comprise the Chairman of the company, the non-executive Directors and the Chief Executive of the Company. A majority of the members of the Committee shall be independent non-executive directors, providing that there are sufficient independent non-executive directors on the Board to permit this requirement to be satisfied.

A quorum shall be three members.

The chairman of the committee shall be appointed by the Board from amongst the Chairman and the non-executive Directors.

The Chairman of the Company shall not chair the Nomination Committee when it is dealing with the appointment of a successor to the chairmanship.

#### **Attendance at meetings**

Directors of the company other than the members of the committee shall not normally attend meetings nor shall they have the right of attendance.

The Company Secretary shall be the Secretary of the committee.

#### **Frequency of meetings**

Meetings shall be held not less than once a year.

#### **Authority**

The committee is authorised by the Board to obtain professional advice. Advisors with relevant experience and expertise may attend meetings of the committee if the chairman of the committee considers this to be necessary.

## **Duties**

The duties of the committee shall be:

- (a) to nominate candidates for the approval of the Board to fill vacancies on the Board of Directors.

## **Other Matters**

The Nomination Committee shall make available on request these terms of reference, explaining the role and the authority delegated to it by the Board including posting it on the Company website.