

## TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

**Committee Purpose: To consider, on behalf of the Board, the adequacy of the Board and Executive in terms of composition, size and skill-set, and to oversee succession planning for both. Also to lead the process of Board recruitment and to make recommendations on Board appointments and reappointments.**

| 1. Membership |   |
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| 1.1           | The Committee membership shall include at least two independent non-executive directors plus the Chair of the Board. Independent non-executive directors shall make up the majority of Committee members.   |
| 1.2           | Only members of the Committee have the right to attend Committee meetings. Others may attend the meetings by invitation.  |
| 1.3           | The Chair of the Committee shall be the Chair of the Board or an independent non-executive director appointed by the Board. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the role of the Chair. In the absence of the Committee Chair at a Committee meeting, the remaining members shall elect one of themselves to chair the meeting. |
| 2. Secretary  |   |
| 2.1           | The Company Secretary or his or her nominee shall act as the secretary of the Committee.  |

### 3. Quorum

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| 3.1 | The quorum necessary for the transaction of business shall be two independent non-executive directors or the Chair and an independent non-executive director. |
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### 4. Meetings

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| 4.1 | Meetings shall be held not less than twice a year and at such other times as the Chair of the Committee shall require.  |
| 4.2 | Meetings shall be called by the secretary of the Committee at the request of the Committee Chair.   |
| 4.3 | Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time. |

### 5. Reporting Responsibilities

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| 5.1 | The Committee Chair shall report formally to the Board on its proceedings after each meeting.   |
| 5.2 | The minutes of meetings shall be made available to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so. |

### 6. Duties

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| 6.1 | To regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes. |
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| 6.2 | <p>To ensure plans are in place for orderly succession to Board and Executive positions and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company and the skills and expertise needed in the future.</p> <p>To make recommendations to the Board concerning any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.</p> |
| 6.3 | <p>To keep under review 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.</p>  |
| 6.4 | <p>To be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.</p>   |
| 6.5 | <p>Before any appointment is made by the Board, to evaluate the balance of skills, knowledge, experience and diversity on the Board and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment and the time commitment expected.</p> <p>To make recommendations to the Board concerning suitable candidates as new Directors and succession for existing Directors.</p>  |
| 6.6 | <p>To review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning.</p>   |
| 6.7 | <p>To review annually the time required from non-executive directors.</p>   |
| 6.8 | <p>To recommend to the Board the membership of other Board Committees, in consultation with the Chair of those Committees.</p>  |
| 6.9 | <p>To consider the re-appointment of independent non-executive directors at the conclusion of their specified time of office, having due regard to their performance and ability to contribute to the Board in the light of knowledge, skills and experience required.</p>  |

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| 6.10                | To consider any matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the provisions of the law and their service contract.  |
| <b>7. Authority</b> |  |
| 7.1                 | <p>The Committee is authorised by the Board to investigate any activity within these Terms of Reference and to seek any information it requires.</p> <p>The Committee is also authorised to obtain, at the expense of the Company, independent legal, accounting or other professional advice on any matter it believes necessary.</p> |