



NOMINATION COMMITTEE

The terms of reference of the Nomination Committee of the Board were adopted at a Meeting of the Board of Directors on 21 January 1998 and amended on 13 January 1999 and 19 November 2003. They are as follows:

1. Membership

- 1.1 The Nomination Committee shall comprise of three non-executive directors and two executive directors.
- 1.2 The quorum shall be one non-executive director and one executive director.
- 1.3 The Chairman of the Committee shall be appointed by the Board.
- 1.4 Directors who are not members of the Nomination Committee may attend on request if all Committee members present agree.

2. Meetings

- 2.1 The Nomination Committee shall meet as often as may be necessary to discharge its duties.
- 2.2 The Chairman of the Committee shall call a meeting at the request of any member of the Board.
- 2.3 It is the responsibility of the Chairman of the Committee to decide what data he or she considers necessary for the purpose of any discussion, to obtain such data for the Committee and to see that it is circulated to the Committee.
- 2.4 The Company Secretary shall be Secretary of the Committee
- 2.5 Minutes of Nomination Committee meetings shall be circulated to all Board members.

3. Authority

- 3.1 The Nomination Committee is authorised to pursue any activity within its terms of reference.



- 3.2 The Nomination Committee is authorised to obtain market data, commission surveys and seek independent advice as may be required to assist in carrying out its duties. The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

4. Duties

- 4.1 It is the principal duty of the Nomination Committee to lead the process for board appointments and make recommendations to the Board regarding the appointment of executive and non-executive directors.
- 4.2 The Committee is responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 4.3 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.