

NOMINATION COMMITTEE TERMS OF REFERENCE

CONSTITUTION

- The Board has established a Committee of the Board to be known as the Nomination Committee

MEMBERSHIP

- The committee shall be appointed by the Board from amongst the Directors of the company and shall consist of not less than three (3) members. A quorum shall be two (2) members.
- Members of the committee must be non-executive Directors.

CHAIRMAN

- The Board of Directors shall elect a Chairman from among the members of the committee.

RETIREMENT & RESIGNATION

- If a member of the Committee resigns, dies or for any other reason ceases to be a member with the result that the number of member is reduced below three (3), the Board of Directors shall within three (3) months of that event, appoint such number of new member as may be required to make up the minimum number of three (3) members.

AUTHORITY

- The committee is authorised by the Board to engage in any activity within the Terms of Reference.
- The committee is authorised by the Board to seek independent professional advice where appropriate provided always that the terms of engagement of such professionals be first approved by the Board.

FUNCTION

- The function of the committee shall be:-
 - a) To recommend to the Board, candidates for all directorships.
 - b) To consider, in making its recommendations, candidates for directorship proposed by the Executive Chairman and, within the bounds of practicality, by any other director or shareholders.
 - c) To recommend to the Board, directors to fill any vacancy in the Board and Board committees.
 - d) To conduct annual reviews of the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board and to make the appropriate recommendations to the Board.
 - e) To conduct annual evaluation on the effectiveness and contribution of the Board, any Board Committees and individual directors and make the relevant recommendations to the Board.
 - f) To review on annual basis the term of office and performance of the audit committee and each of its members.

ATTENDANCE AT MEETING

- The Company Secretary shall be the Secretary of the Committee.
- Other Board members may be invited to attend the meeting as and when their advice is required by the committee.

FREQUENCY OF MEETINGS

- Meetings shall be held at least once annually or more frequently as circumstances required.

REPORTING PROCEDURES

- The Secretary shall circulate the minutes of the meeting of the Nomination Committee to all members of the Board.

NCom/approved by the BOD on 17/5/2016