

NOMINATIONS COMMITTEE CHARTER

TERMS OF REFERENCE

1 REMIT

To oversee and act as a recommending, monitoring and review forum of the Board in connection with:

- a. Board member, Chair, Board Committee, Board Committee chairs and CEO identification, succession planning, evaluation/review, induction and professional development;
- b. Diversity policy.

2 SCOPE

The scope of the Nominations Committee remit will include, but not be limited to matters of:

- a. Board Membership
 - Board and Board Committee membership, succession planning and performance including through the development and use of a board skills matrix (or like tool):
 - assessing the mix of skills, experience and diversity that the Board is looking to achieve in the Board's membership;
 - assessing the mix of skills, experience and diversity currently represented on the Board;
 - establishing processes for the identification and recruiting of suitable candidates for appointment to the Board, including (as appropriate) preparing a description of the role and capabilities required for a particular appointment, and for re-election of existing Directors (as applicable);
 - assessing the "independence" of each non-executive Director, at least annually, including at or around the time of consideration of Director elections, and as soon as practicable after any material change in relevant circumstances;

- reporting to the Board with a view to the Board regularly assessing whether the “independence” of a Director, including any director who has served as a Director for more than 10 years, has been compromised;
 - Consideration of prospective Board member suitability for candidacy having regard to the checks and matters referred to in Section 3.3.1(b) of the Company's Governance Charter;
 - Board Committee terms of reference review and recommendations including with respect to appointments to Board Committees;
 - Development and implementation of a process for evaluation of Board, Committee and Director performance;
 - Board member induction and professional development including:
 - regularly reviewing whether the Directors as a group have the skills, knowledge and familiarity with the Group and its operating environment required to adequately fulfil their role on the Board and its Committees effectively;
 - where gaps are identified, consider what training or development could be undertaken to fill the gaps;
 - where necessary, providing resources to help develop and maintain its Directors' skills and knowledge (including accounting and financial skill and knowledge development for directors without specialist accounting or financial skills or knowledge to ensure their sufficient understanding of accounting and financial matters to fulfil their responsibilities with respect to the Group's financial statements).
 - Regularly reviewing the time and commitment required of its non-executive Director and whether Directors are meeting the Company's requirements in that respect.
- b. CEO and Senior Executives
- Periodic review of the job description and performance of the CEO according to agreed performance parameters;
 - Plans for succession planning for the CEO position;
 - Involvement in complaints, grievance and disciplinary processes of senior executives.
 - Support and counsel to the CEO (as required) with respect to senior executive recruitment, performance and succession planning.
- c. Diversity
- Diversity policy development, monitoring and review;
 - Development, monitoring and review of strategies and programs to promote diversity in the Group consistent with such diversity policy;
 - Monitoring the implementation by the Group of such diversity strategies and programs consistent with such diversity policy.

d. Generally

- Reporting on these matters to the Board, with recommendations as appropriate.
- The Committee has the authority to access information and to consult with and interview Group personnel and to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

The Nominations Committee may be requested by the Board to perform other related tasks.

3 GOVERNANCE

The pro forma template of governance structure and procedural workings for Committees in accordance with the Company's Corporate Governance Charter applies to the Committee subject to the following:

a. Membership of the Committee

- i. Members (at least 3 appointed by the Board, the majority of whom should be independent non-executive Directors)
 - Committee Chair – an independent non-executive Director
 - Other members – at least 2 other non-executive Directors
- ii. Special requirements (if any)
 - desirably Committee Members may have some experience in HR and governance;
 - the Company's HR executive may be invited to Committee meetings at the direction of the Committee chair;
 - when dealing with Board Chair succession, the Board Chair should not chair that meeting of the Committee while that matter is being deliberated upon;
 - the following executive officers will generally be available to attend Committee meetings at the discretion of the Committee:
 - CEO

b. Other Special Provisions

- i. The Board skills matrix developed under Section 3.3.1 of this Committee charter is to be disclosed on the Company's website or in its annual report (without attribution to particular Directors), although commercially sensitive information need not be disclosed.