

## **NOMINATION COMMITTEE**

### ***(TERMS OF REFERENCE)***

#### **1. MEMBERSHIP**

The members of the Committee shall comprise exclusively of Non-Executive Directors a majority of whom are independent and number at least 3 in total.

The Chairman of the Committee shall be an Non-Executive Director appointed by the Board.

The majority of the members of the Committee shall comprise Independent Directors.

The quorum of the Committee shall be two members.

#### **2. ADVISERS**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the group as and when it considers this necessary.

#### **3. DUTIES**

The duties and responsibilities of the Committee are as follows:-

- Recommend to the Board, candidates for all directorships and to review the Board's policies and procedures for selection of Board Members. In making the recommendations the Committee should also consider candidates proposed by the Managing Director/Chief Executive Officer, and within the bounds of practicability, by any other senior executive, Director or shareholder. In making its recommendations, the Committee shall consider the candidates':
  - skills, knowledge, expertise and experience;
  - professionalism;
  - character, integrity, commitment (including time commitment) and competency;
  - boardroom diversity including gender, age and ethnicity diversity; and
  - in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.
- Recommend to the Board, Directors to fill the seats on Board Committees.

- To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The nomination and election process should be disclosed in the Annual Report as appropriate.
- To facilitate Board induction programme for newly appointed Directors.
- To review the Board's succession plans.
- To review annually the required mix of skills and experience of the Board, including the core competencies which Non-Executive Directors should bring to the Board.
- To assess the Directors annually, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director including his/her time commitment to effectively discharge his/her role as a director, character, experience and integrity. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented.
- To review the character, experience, integrity, competence and time to effectively discharge the roles of Chief Executive Officer / Managing Director and Chief Financial Officer.
- To assess annually the term of office and performance of the audit committee and each of its members to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference.
- To assess annually the independence of its independent directors. This activity shall be disclosed in the Annual Report of the Company and in any notice of a general meeting for the appointment and re-appointment of independent directors.
- To review, recommend and ensure training needs/requirements for each individual Director.
- To recommend to the Board protocol for accepting new directorships.

#### 4. *MINUTES*

The minutes of meetings of the Committee shall be circulated to all members of the Board and the Secretary to the Committee shall keep the minutes of the meetings.

Date: 12 April 2016

Amended pursuant to the Board's resolution dated 12 April 2016.