



NOMINATION COMMITTEE CHARTER

Primary Responsibilities

The purpose of the Nomination Committee (“Committee”) is to advise the Board on matters relating to the orderly renewal of the Board and to ensure that the Company retains and continues to attract high calibre people of the appropriate experience and skill to satisfactorily participate in the directorial oversight of the Company.

Membership and Independence

The Committee’s membership must consist of:

- at least three Non-Executive Directors, a majority of whom are independent Directors; and
- an independent Director as the Committee Chairman.

The Chairman and members of the Committee will be appointed by the Board.

Meetings

The Committee is to meet at least once a year. The Committee will also meet on such occasions as deemed necessary by the Chairman of the Committee.

The quorum for meetings will be two members (pursuant to the Company’s Constitution).

Key Activities

The main responsibilities of the Committee are to:

- Periodically review the Board’s composition and performance, considering the present and future needs of the Company.
- Assess the mix of skills, experience and knowledge on the Board and the desirable qualities and attributes for potential new directors.
- Review Board succession.
- Recommend nominations for Board vacancies.
- Consider the issue of Director independence, at least once per year.
- Oversee the Company’s Diversity Policy.
- Review the need for and, where appropriate, facilitate ongoing director training and education.

Review of Charter

The Committee will review and assess the adequacy of the Committee Charter annually and will make recommendations to the Board for consideration and approval.