

1.1 Standing rules

The standing rules for Committees apply to the to the Nominating and Corporate Governance Committee subject to this charter.

1.2 Membership

The Nominating and Corporate Governance Committee (the "**NCG Committee**") will consist of:

- three or more members;
- only non-executive Directors;
- a majority of independent Directors; and
- a Chair of the NCG Committee, who must be an independent Director.

The current members of the NCG Committee will be disclosed in the Company's Annual Report or on the Company's website.

1.3 Purpose

The purpose of the NCG Committee is to review and consider the structure and balance of the Board, to make recommendations regarding the Company's director nominations process, developing and maintaining the Company's corporate governance policies, having regard to the applicable law and good corporate governance standards.

1.4 Duties and Responsibilities

The NCG Committee shall have the following authority and responsibilities:

Board structure

- To determine the qualifications, qualities, skills, and other expertise required to be a Director and to develop, and recommend to the Board for its approval and disclosure, a Board skills matrix setting out the mix of skills and diversity that the Board currently has and/or is looking to achieve in its membership.
- To identify and screen, and if thought fit, recommend to the Board, individuals qualified to become members of the Board, after considering the necessary and desirable competencies of new Board members, and the range and depth of skills and the diversity of the Board.
- To consider, and if thought fit, make recommendations to the Board regarding the re-election by shareholders of any Director under the retirement by rotation provisions or any Director who must stand for election as a result of extended tenure. As part of this review, all Directors seeking re-election at an annual general meeting will be subject to a formal performance appraisal to determine whether the Board (in the absence of those Directors seeking re-election) should recommend their re-election to shareholders.
- To undertake the appropriate checks on candidates for the Board (including checks concerning the person's character, qualifications and experience, education, criminal record, bankruptcy history and independence as a director) and provide that information, where material and relevant, to shareholders before recommending a candidate for appointment or re-election.
- To ensure that the Company enters into a written agreement with each new Board member which sets out the terms of their appointment.

- To assess and consider the time required to be committed by a Director to properly fulfil their duty to the Company and advise the Board. The NCG Committee will assist:
 - the Board:
 - to conduct an annual evaluation of the Board, its committees and individual Directors and to oversee the conduct of this annual evaluation.
 - by:
 - assisting the Chair of the Board in the annual performance review of the CEO;
 - overseeing the annual performance review of the Company's senior management; and
 - a suitable non-executive Director to assess the performance of the Chair of the Board each year.
- To review the Board's Committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each Committee and Committee Chair annually.
- If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.
- To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- To develop and recommend to the Board for approval a succession plan for Non-Executive Directors and the CEO (the "**Succession Plan**"), to review the Succession Plan periodically, develop and evaluate potential candidates Board and recommend to the Board any changes to and any candidates for succession under the Succession Plan. In the case of Non-Executive Directors, such recommendations should pay particular attention to the mix of skills, experience, expertise, diversity, independence and other qualities of existing Directors and how the candidate's attributes will balance and complement those qualities and address any potential skill gaps in relation to the current composition of the Board.
- To assess, and make recommendations to the Board in relation to, the independence of Non-Executive Directors on appointment, and then annually and whenever any new interests or relationships are disclosed by a Director.

Corporate Governance

- To oversee the Company's corporate governance practices and procedures, including identifying best practices and, at least once a year, reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- To review and oversee the implementation of the Company's Diversity Policy. In executing this role, the NCG Committee will, with the appropriate support and input from management:
 - review on an annual basis:
 - the effectiveness of the Company's Diversity Policy, the Company's progress in achieving its measurable objectives and the strategies outlined above, which aim to achieve the objective;
 - the division of responsibilities and accountability for developing and implementing diversity initiatives across the organisation;

- provide a report to the Board on the outcomes of its review, including any recommendations for changes to the measurable objectives and those strategies or the way in which they are implemented; and
 - review on an annual basis the relative proportion of women and men on the Board, in senior management positions and in the workforce at all levels of the Company's group, and submit a report to the Board, which outlines the NCG Committee's findings.
- The NCG Committee will review and, if thought fit, recommend to the Board for approval the Corporate Governance Statement for inclusion in the Annual Report. To develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions and to review, approve and oversee any transaction between the Company and any related party on an ongoing basis.

1.5 Outside Advisors

The NCG Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The NCG Committee shall set the compensation and oversee the work of the director search firm. The NCG Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The NCG Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The NCG Committee shall receive appropriate funding from the Company, as determined by the NCG Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

1.6 Structure and Operations

- The Board shall designate a member of the NCG Committee as the Chair.
- The NCG Committee Chair will preside at meetings of the NCG Committee. If the NCG Committee Chair is not present at a Committee meeting, the members must elect another member to act as Committee Chair for that meeting.
- The role of the NCG Committee Chair is to:
 - determine the agenda for meetings of the NCG Committee in conjunction with the NCG Committee Secretary (as defined below);
 - chair meetings of the NCG Committee and take reasonable steps for the proper functioning of the NCG Committee, including the proper conduct of meetings and an appropriate level of discussion;
 - take reasonable steps regarding the adequate flow of relevant information to the NCG Committee;
 - take reasonable steps to advise the Board on the NCG Committee's recommendations to the Board on matters falling within the scope of the NCG Committee's responsibilities;
 - review the minutes of meetings of the NCG Committee for circulation to and approval of the NCG Committee and sign the approved minutes; and
 - act under a delegation of the NCG Committee, including liaising on behalf of the NCG Committee with consultants advising the NCG Committee.
- The NCG Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The NCG Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. In addition, the NCG Committee Chair is required to call a Committee meeting if requested to do so by:
 - any Committee member;

- the CEO; or
- any other Director.
- The number of Committee meetings and Committee members' attendance at those meetings will be disclosed each year in the Company's Annual Report or on the Company's website.
- All Directors may attend Committee meetings. The CEO will normally be invited to attend Committee meetings at the invitation of the NCG Committee (but will have no voting rights) unless a conflict of interest exists or a closed session of the NCG Committee is being held.
- Members of management and/or parties external to the Company may be invited to attend any Committee meeting or part thereof subject to the invitee not having a material personal interest in the matter of the NCG Committee being considered. Non-members of the NCG Committee may be asked to withdraw from all or any part of a meeting.
- Where deemed appropriate by the NCG Committee Chair, meetings, approvals and recommendations may occur by written resolution or conference call or other electronic means of audio or audio-visual communication or as otherwise permitted by the Company's Constitution.
- The Company Secretary (or delegate as approved by the NCG Committee) will act as secretary of the NCG Committee and will be responsible, in conjunction with the NCG Committee Chair, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the NCG Committee papers to Committee members prior to each meeting. Directors may request papers for or from any meeting and will be notified in advance of the agenda of forthcoming meetings.
- The NCG Committee Secretary will also be responsible for keeping the minutes of meetings of the NCG Committee (except when the NCG Committee is in closed session) and circulating them to the NCG Committee Chair for review, as well as to the other Committee members, other Board members and other Committee meeting attendees as appropriate.
- Committee papers should normally be distributed by the NCG Committee Secretary at least a week prior to each Committee meeting.
- The NCG Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

1.7 Delegation of Authority

The NCG Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the NCG Committee may deem appropriate in its sole discretion.

1.8 Performance Evaluation

The NCG Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The NCG Committee shall conduct this evaluation in such manner as it deems appropriate.

1.9 Reporting

The NCG Committee, through the NCG Committee Chair, is to advise and make recommendations to the Board on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, and written or oral reports at Board meetings.