

PROCEDURE FOR SELECTION OF DIRECTORS

SELECTION, APPOINTMENT AND RE-ELECTION OF DIRECTORS

Selection and appointment of Directors

Where a vacancy exists or if the need for a new Board member is identified, whether due to retirement of a director, growth of the company or changed circumstances of the company or its environment, certain procedures will be followed by the Board in its role as Nomination Committee.

The Committee takes into account the composition of the Board and, where appropriate, the need for renewal of the Board and the relevant competencies of the candidates. Factors reviewed include:

- Determine the skills and experience appropriate for the appointee having regard to those of the existing directors and any other likely changes to the Board
- Agree the process for seeking such a person, which may involve an external search firm
- Set a timetable for completion having regard to the date of the AGM and finalisation of the Notice of AGM and whether the person will be appointed prior to the AGM or the person's nomination will first be put to the AGM
- The Nomination Committee will prepare a short list of candidates and make recommendations to the Board after assessing the candidates on the following basis:
 - Competencies and qualifications
 - Independence
 - Other directorships
 - Time availability
 - Contribution to the overall balance of the composition of the Board
 - Depth of understanding of the role of, and legal obligations, of a director
 - Agreement on appropriate period of service.

The Board then appoints the most suitable candidate, who must stand for election at the next general meeting of the shareholders. New Directors are provided with a letter of appointment setting out their responsibilities and rights

Re-election of Directors

The process for re-election of a Director is governed by the company's Constitution. The Nomination Committee and Board assess the performance of each Director who is due for re-election and after that review may recommend their re-election to shareholders.