

Terms of Reference – Committee Chairman

(approved by the Board on 6 April 2017)

In fulfilling his/her responsibilities, the Chairman of a Committee must:

1. Governance

- Comply with the Director Terms of Reference.
- Ensure that the Committee fulfills its mandate.
- Ensure that functions delegated to the Committee by the Board are carried out.
- Communicate to the Board issues and recommendations that may arise from the work of the Committee.
- Provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling its Terms of Reference and ensure that the Committee members work as a cohesive team and builds a healthy corporate governance culture.
- Oversee the structure, composition and membership of the Committee and activities delegated to the Committee.
- Ensure that the Committee membership meets all legislative and regulatory requirements as well as considering governance best practice.
- Communicate with appropriate members of management in fulfilling the Committee Terms of Reference.

2. Board and Committee Meetings

- Ensure Committee items for discussions are placed on the Board agenda.
- Report the results of Committee meetings to the Board and if unable to attend the Board meeting dealing with the results, submit a written report or delegate to a member of the Committee responsibility for reporting on the Committee's activities.
- Ensure that Committee minutes are available to each Director.
- Schedule Committee meetings and set the Committee agenda, in consultation with the Chairman of the Board, other Committee members, the Group Company Secretary and independent advisers and members of management, as appropriate.
- Adopt procedures and ensure that resources are available to the Committee in order that it can conduct its work effectively and efficiently.
- Ensure that the Committee meets as necessary and appropriate.
- When in attendance, chair meetings of the Committee and, when required appoint an acting chair.
- Allot sufficient time during Committee meetings to discuss fully the agenda items.

3. Committee Development and Succession Planning

- Ensure that the responsibilities of the Committee as outlined in the Terms of Reference are well understood by both the Committee members and management and are executed effectively.
- Ensure that Committee members are receiving written information and are exposed to presentations from management consistent with fulfilling the Committee Terms of Reference.
- Recommend to the Board needs and skills required for Committee members.
- Ensure Committee members understand their responsibilities.
- Encourage Committee members to ask questions and express viewpoints during Committee meetings.
- Facilitate effective communication between Committee members and management, both inside and outside of Committee meetings.
- Ensure that the boundaries between Committee and management responsibilities are clearly understood and respected and that relationships between the Committee and management are conducted in a professional and constructive manner.
- Deal effectively with dissent and work constructively toward achieving consensus and arriving at recommendations.
- Retain independent advisers (external consultants) on behalf of the Committee when needed subject to approval from the chairman of the Board of Directors.
- Oversee the assessment of the performance of the Committee annually.
- Conduct one on one dialogue annually with members.