



CORPORATE GOVERNANCE & NOMINATION COMMITTEE CHARTER

1. Overall Purpose/Objectives

The Corporate Governance & Nomination Committee (the “CG Committee”) is established as a committee of the Board. The CG Committee is responsible to the Board for monitoring, reviewing and enhancing the Corporate Governance of the Company. Its purpose is to assist the Board in ensuring that its composition, policies and operations meet all relevant legal and regulatory requirements, with a vision of achieving and maintaining corporate governance best practice standards and enhancing the value of the Group.

2. Responsibilities

The responsibilities of the CG Committee shall be:

- a. to address corporate governance issues; to review the corporate governance practices and the policies of the Company and to ensure that they are up to date and in compliance with the Board’s Corporate Governance Policy, the law and best practices, and to make recommendations to the Board on any changes as necessary to such practices and policies;
- b. to oversee the development and implementation of a Board induction process for new directors and a programme of continuing director development, as needed;

- c. to establish and facilitate an effective process for the annual evaluation of Board members, committees, committee chairs and the Chairman of the Board and to make recommendations to the Board arising from the results of the annual evaluation processes as appropriate;
- d. to establish and facilitate an effective process for the annual evaluation of Board members, committees, committee chairs and the Chairman of the Board and to make recommendations to the Board arising from the results of the annual evaluation processes as appropriate; and
- e. to review other corporate governance matters when necessary or required by the Board.

3. Membership

- a. The members of the CG Committee shall be appointed by the Board and the CG Committee shall consist of no more than five members and no fewer than three members, a majority of whom shall be non-executive, independent members of the Board.
- b. The Chairman of the CG Committee shall be appointed by the members of the CG Committee.



- c. The Company Secretary or such other person as the CG Committee names, shall be the secretary of the CG Committee.

4. Meetings

- a. The CG Committee shall meet as often as it deems appropriate to fulfill its mandate but, in any case, not less than two times per year.
- b. Notice of each meeting together with the agenda of items to be discussed shall be forwarded to each member of the CG Committee, and any other person required to attend the meeting, no later than 3 working days before the date of the meeting.
- c. All CG Committee meetings shall be chaired by the Chairman of the CG Committee. In the event of his/her absence, he/she may assign another member to chair the meeting on his/her behalf.
- d. The quorum of the CG Committee’s meetings shall be three members of the CG Committee, a majority of whom shall be non-executive, independent members of the Board.
- e. Minutes of CG Committee meeting shall record in sufficient detail matters considered and decisions reached by the CG Committee. All members of the CG Committee shall have the obligation to keep all matters discussed by the CG Committee confidential.

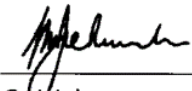
5. Reporting Procedures

- a. The CG Committee reports directly to the Board on its decisions or recommendations following the CG Committee meeting. Such report may be in the form of minutes.
- b. The CG Committee shall report on its responsibilities and activities and the frequency of, and attendance by members at CG Committee meetings in the Group’s Annual Report.

6. Review of the Committee’s Charter

The Committee’s Charter should be reviewed at least every two years.

BY ORDER OF THE BOARD OF DIRECTORS.


 _____ Chairman
 C. G. Johnston

Date: 26th February 2024

Version #	Board Approval Date	Date of Next Review
1	11 th May 2018	11 th May 2020
2	26 th February 2024	26 th January 2026

