



EXECUTIVE COMMITTEE CHARTER

1. Overall Purpose/Objectives

The Executive Committee is responsible for carrying out at short notice, a review of critical business matters on behalf of the full Board and for exercising such powers as may be delegated to the Committee by the Board.

2. Responsibilities

- a. The Board may delegate any of its powers (which it is not expressly prohibited from delegating) to the Executive Committee, for such times and subject to such conditions as it considers expedient and may revoke or vary any such delegated powers. The Executive Committee shall be responsible for carrying out such powers as may be delegated by the Board.
- b. The Executive Committee shall carry out at short notice, on behalf of the Board, a review of critical business matters for which Executive Management has sought the Board's advice or approval.

3. Membership

- a. The members of the Executive Committee shall be appointed by the Board and shall consist of a maximum of six Directors and a minimum of three Directors.
- b. The Secretary of the Executive Committee shall be the Company Secretary, or such other person as nominated by the Board.

4. Meetings

- a. The Executive Committee shall meet as often as required to fulfil its mandate. A member of the Executive Committee may summon a meeting at any time.
- b. The quorum for decisions of the Committee shall be three members. In the case of equality of votes, the Chairman shall have a second vote or casting vote.

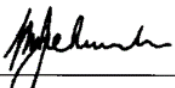
5. Reporting

- a. The Executive Committee shall report directly to the Board on its decisions or recommendations, immediately following the Executive Committee meeting. Such report may be in the form of minutes.



- b. The Executive Committee shall report on its responsibilities and activities and the frequency of and attendance of members at Executive Committee meetings in the Company's annual report.

BY ORDER OF THE BOARD.



C. H. Johnston Chairman

Date: 26th February 2024

Version #	Board Approval Date	Date of Next Review
1	November 6, 2020	November 6, 2022
2	February 26, 2024	February 26, 2026

