



**Nominations Committee
Terms of Reference**

(As approved at the Board Meeting on 22 March 2012)

directors of the Company. The Chairman of the Company shall chair the Committee, except when it is dealing with the appointment of his successor.

consider candidates from a wide range of potentially suitable backgrounds and with regard to the potential benefits of diversity, including gender diversity, on the board;

take care to establish that appointees have enough time available to devote to the position and whether they have business or other interests that may result in a conflict of interest;

review annually the time required from a non-executive director for performance of his duties to the Company;

review regularly the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to