

CORPORATE GOVERNANCE POLICIES

PROCEDURES FOR SELECTION AND APPOINTMENT OF DIRECTORS

In the circumstances where the Board believes there is a need to appoint another director(s), whether due to retirement of a director or growth or complexity of the Company, certain procedures will be followed, including the following:

- 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 and timetable for identifying such a person, which may involve an external recruitment firm.
- a short list of candidates will be prepared 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; and
 - depth of understanding of the role of and legal obligations of a director.

The Chairman regularly reviews the composition of the Board to ensure that the board continues to have the mix of skills and experience necessary for the conduct of the Company's activities.

Whether filling a vacancy or expanding the Board, the procedures applied include the selection of a panel of nominees. In compiling the panel of nominees, the Board may draw on advice from external consultants and industry experience.

Potential directors are approached and their interest in joining the Board, together with the responsibilities such an appointment entail, are discussed. Terms and conditions of the appointment, including the level of remuneration, are also discussed with the nominees.

If an invitation to become a director is accepted, the Board will appoint the new director during the year and that person will then stand for re-election by shareholders at the next annual general meeting. Shareholders are provided with relevant information on the candidates for re-election.

When appointed to the Board, all new directors receive an induction appropriate to their experience, to familiarise them with matters relating to the Company's operations, strategy and current issues.