

Group Board Nominations Policy

The Group Board Nominations Policy describes a) the Board's process for identifying Director nominees b) the manner by which shareholders may recommend Director nominees and c) minimum Director qualifications.

The Nominations and Corporate Governance Committee (NCGC) assesses periodically, and at least annually: (a) the skills, knowledge, experience, diversity and independence of the Board of Directors collectively and individually, taking into account the challenges and opportunities facing the Group and (b) the structure, size and composition and performance of the Board and of each Board Committee, including so as to ensure that there is an appropriate mix of executive and non-executive directors, that no individual or small group of individuals can dominate Board decision-making and that there is progressive refreshment of the Board.

In the light of the latest assessment, any relevant aspects of the latest Board evaluation, the Company's succession planning and recommendations from the NCGC, the Board of Directors decides in relation to the need for the appointment of new Directors and assigns the issue to the NCGC.

The NCGC leads the process for Board appointments and makes recommendations to the Board, all pursuant to the process set out below.

Upon the assignment of a Board appointment to the NCGC, the NCGC shall prepare a description of the role and capabilities required for the appointment, including (i) in the case of a non-executive Director, the time commitment expected recognising the need for availability in the event of a crisis), (ii) in relation to appropriate commercial and functional experience and (iii) in the light of the relevant considerations.

The NCGC conducts the search for suitable candidates in a formal, rigorous and transparent manner, identifying individuals who satisfy the description and who are otherwise qualified to become members of the Board of Directors, and then makes a recommendation to the Board on merit. In considering candidates the NCGC will take into account whether a candidate has the skills, experience and background that adds to and complements the range of skills, experience and background of existing Directors and has the necessary capabilities to undertake the role for which he/she is intended. (The full policy forms part of the Board manual app 4)

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