



**SELECTION, APPOINTMENT & RE-
APPOINTMENT OF DIRECTORS POLICY**

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1. PURPOSE OF THE POLICY

- 1.1** This Policy is to ensure the Board of Centamin plc (the “Company”) consists of members with the range of skills and qualities to meet its primary responsibility for promoting the success of the Company in a way which ensures that the interests of shareholders and stakeholders are promoted and protected.
- 1.2** Board renewal is critical to performance of the Company. The Board is conscious of the duration of each director’s tenure in succession planning. Retiring directors are not automatically re-appointed. Every director shall retire from office at each annual general meeting. A director who retires at an annual general meeting may, if willing to act, be reappointed and is subject to the selection and appointment procedures outlined below.
- 1.3** The Nomination Committee considers the selection and re-appointment of non-executive directors and makes a recommendation to the Board.

2. COMPOSITION AND COMMITMENT OF THE BOARD

- 2.1** The Board should be of a size and composition that is conducive to making appropriate decisions. It should be large enough to incorporate a variety of perspectives and skills, and to represent the best interests of the Company as a whole rather than of individual shareholders or interest groups. It should not be so large that effective decision-making is hindered.
- 2.2** Board members should devote the necessary time to the tasks entrusted to them. All directors should consider the number and nature of their directorships and calls on their time from other commitments.
- 2.3** Non-executive directors should advise the Board before accepting any additional and new appointments as directors. It is Board policy that no full time executive director should take on more than one non-executive directorship or the Chair of a FTSE 100 company.

3. PROCEDURE FOR THE SELECTION AND APPOINTMENT OF DIRECTORS

3.1 The Board shall:

- (a) Assess the current Board’s skills, experience, and expertise to identify the skills that would best increase Board effectiveness.
- (b) Assess the needs of the business currently and going forward. The Board should be structured in a way that it:-
- (i) has a proper understanding of, and competence to deal with, the current and emerging issues of the business;
 - (ii) exercises independent judgement.
 - (iii) encourages enhanced performance of the Company; and
 - (iv) can effectively review and challenge the performance of management.

3.2 The Board shall:

- (a) Develop selection criteria for potential board candidate(s).
- (b) Generate a list of potential candidates who may fill the stated criteria.
- (c) Use the services of an independent executive search firm to assess the appropriateness of potential candidates or to supplement a candidate list provided by directors, where considered necessary.
- (d) Measure the final potential candidate(s) against the selection criteria.
- (e) Examine the final list of candidate(s) and agree an order of preference.
- (f) Arrange for the Chair to approach the desired candidate(s).

3.3 When a candidate is appointed to the Board, the Board shall; ensure:

- (a) Non-executive directors are appointed for a specific term, subject to re-election, the Company's constitution and the Companies (Jersey) Law 1991 (covering the provisions concerning removal of a director).
- (b) The terms and conditions of appointment of non-executive directors are made available for inspection and the letter of appointment shall set out :-
 - (i) the expected time commitment;
 - (ii) term of appointment;
 - (iii) powers and duties of directors;
 - (iv) duties attaching to the position;
 - (v) circumstances in which an office of director becomes vacant;
 - (vi) expectations regarding involvement with committee work;
 - (vii) remuneration including superannuation, and expenses;
 - (viii) requirement to disclose directors' interests and any matters which affect the directors independence
 - (ix) fellow directors;
 - (x) trading policy governing dealings in securities and related financial instruments by directors, including notification requirements;
 - (xi) induction training and continuing education arrangements;
 - (xii) board policy on access to independent professional advice;
 - (xiii) indemnity and insurance arrangements;
 - (xiv) confidentiality and rights of access to corporate information;
 - (xv) a copy of the constitution;
 - (xvi) organisational chart of management structure; and
 - (xvii) induction procedures in place.
- (c) Any significant changes to the details provided in the appointment letter will be separately notified to the appointee, prior to the appointment date.

3.4 Non-executive directors should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the Board before appointment, with a broad indication of the time involved and the board should be informed of subsequent changes.

3.5 The Board shall ensure any appointment is:

- (a) Announced to the stock exchanges where the Company is listed.
- (b) Ratified by shareholders at the following annual general meeting, with the names of candidates submitted for election as directors accompanied by the following information to enable shareholders to make an informed decision:-
 - (i) biographical details, including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
 - (ii) details of relationships between:
 - the candidate and the company;
 - the candidate and the directors of the company;
 - (iii) directorships held;
 - (iv) particulars of other positions which involve significant time commitments;
 - (v) the term of office currently served by any directors subject to re-election; and
 - (vi) any other particulars required by law.

4. PROCEDURE FOR THE RE-APPOINTMENT OF DIRECTORS

4.1 The re-appointment of directors will not be automatic. The Board will ensure planned and progressive refreshing of the Board. Every director shall retire from office at each annual general meeting. A director who retires at an annual general meeting may, if willing to act, be reappointed. If they are not reappointed or deemed reappointed, they may retain office until the meeting appoints someone in their place or, if it does not do so, until the end of the meeting.

4.2 The Board shall:

- (a) Assess the current Board’s skills and qualities.
- (b) Assess the needs of the business currently and going forward.
- (c) Develop criteria required.
- (d) Measure each retiring director’s skills against the criteria. In support for their re- election, Non-executive directors should provide the Nomination Committee with details of other commitments and an indication of time involved. The Nomination Committee should regularly review the time required from a non-executive director and whether directors are meeting that requirement.
- (e) Directors discuss and agree whether each retiring director should stand for re- election at the next annual general meeting. Non-executive directors should specifically acknowledge to the Company that they will have sufficient time to meet what is expected of them.
- (f) If recommended for re-appointment, each retiring director stands for re-election at the shareholder meeting in accordance with the constitution and the Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules set out by the Financial Conduct Authority in respect to the Company’s listing on the London Stock Exchange and the listing requirements of the Toronto Stock Exchange. Otherwise the new director selection process commences. The names of candidates submitted for election as directors should be accompanied by the following information to enable shareholders to make an informed decision:-
 - (i) biographical details, including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
 - (ii) details of relationships between the candidate and the Company;
 - (iii) details of relationships between the candidate and the directors of the company;
 - (iv) directorships held;
 - (v) particulars of other positions which involve significant time commitments;
 - (vi) the term of office currently served by any directors subject to re-election; and
 - (vii) any other particulars required by law.

4.3 PROCESS FOR EVALUATION

- (a) The Board
 - (i) The Board operates in accordance with a Board Charter and Code of Conduct.
 - (ii) The Code of Conduct sets out the ethics and values in accordance with which the Board performs its duties.
 - (iii) The Nomination Committee of the Board is responsible for the evaluation of Board performance.
 - (iv) The performance of the Board and each of its committees is reviewed annually.
- (b) Directors
 - (i) Individual directors carry out their duties in accordance with the values set out in Company’s Code of Conduct.
 - (ii) The Board as a whole reviews the performance of individual directors annually.
 - (iii) Director performance review consist of structured interviews with individual directors by an external consultant at least once every three years in accordance with the Corporate Governance Code.

5. REVIEW OF THIS POLICY

- 5.1 The Company Secretary, in consultation with the General Counsel and subsequent approval from the Board, has the responsibility of reviewing this Policy on a biennial basis to ensure compliance with the law and corporate governance best practice.

March 2024