



CENTAMIN EGYPT LIMITED

SELECTION, APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS POLICY

AUSTRALIA

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The Board's policy is to ensure the Board 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.

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. Directors are generally appointed for a period of three years and are subject to the selection and appointment procedures outlined below.

The Nomination & Remuneration Committee considers the selection and re-appointment of Non-Executive Directors and makes a recommendation to the Board.

1 COMPOSITION AND COMMITMENT OF THE BOARD

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.

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.

Non-executive directors should advise the board before accepting any 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 Chairmanship of a FTSE 100 company.

2 PROCEDURE FOR THE SELECTION AND APPOINTMENT OF DIRECTORS

- ❖ Assess the current Board's skills, experience and expertise to identify the skills that would best increase Board effectiveness.
- ❖ Assess the needs of the business currently and going forward. The Board should be structured in a way that it:-
 - Has a proper understanding of, and competence to deal with, the current and emerging issues of the business
 - Exercises independent judgement
 - Encourages enhanced performance of the Company
 - Can effectively review and challenge the performance of management.
- ❖ Develop selection criteria for potential board candidate(s).
- ❖ Informal discussion by the Board to generate a list of potential candidates who may fill the stated criteria.
- ❖ Where considered necessary, 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.
- ❖ Measure the final potential candidate(s) against the selection criteria.
- ❖ The Board examines the final list of candidate(s) and agrees an order of preference.
- ❖ Chairman approaches desired candidate(s).
- ❖ Candidate is appointed to the Board. Non-executive directors should be appointed for specific terms subject to re-election, the Company's Constitution and to the Corporations Act provisions concerning removal of a director. The terms and conditions of appointment of non-executive directors should be made available for inspection. The letter of appointment should set out :-
 - the expected time commitment
 - term of appointment
 - powers and duties of directors
 - duties attaching to the position

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- circumstances in which an office of director becomes vacant
- expectations regarding involvement with committee work
- remuneration including superannuation, and expenses
- requirement to disclose directors interests and any matters which affect the directors independence
- fellow directors
- trading policy governing dealings in securities and related financial instruments by directors, including notification requirements
- induction training and continuing education arrangements
- board policy on access to independent professional advice
- indemnity and insurance arrangements
- confidentiality and rights of access to corporate information
- a copy of the constitution
- organisational chart of management structure
- induction procedures in place

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.

- ❖ Appointment is announced to the various stock exchanges.
- ❖ Appointment is ratified by Shareholders at the following AGM. The names of candidates submitted for election as directors should be accompanied by the following information to enable shareholders to make an informed decision:-
 - biographical details, including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate
 - details of relationships between
 - the candidate and the company
 - the candidate and the directors of the company
 - directorships held
 - particulars of other positions which involve significant time commitments
 - the term of office currently served by any directors subject to re-election
 - any other particulars required by law.

3 PROCEDURE FOR THE RE-APPOINTMENT OF DIRECTORS

The re-appointment of directors should not be automatic. The board should ensure planned and progressive refreshing of the board. All directors should be submitted for re-election at regular intervals, subject to continued satisfactory performance.

- ❖ Assess the current Board's skills and qualities
- ❖ Assess the needs of the business currently and going forward
- ❖ Develop criteria required
- ❖ Measure the 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 and Remuneration Committee should regularly review the time required from a non-executive director and whether directors are meeting that requirement.
- ❖ Directors discuss and agree whether the 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
- ❖ If recommended for re-appointment, the retiring director stands for re-election at the shareholder meeting in accordance with the Constitution, listing rules and the Corporations Act. 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:-

- biographical details, including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate
- details of relationships between
 - the candidate and the company
 - the candidate and the directors of the company
- directorships held
- particulars of other positions which involve significant time commitments
- the term of office currently served by any directors subject to re-election
- any other particulars required by law

4 PROCESS FOR EVALUATION

The Board

- ❖ The Board operates in accordance with a Board Charter and Code of Conduct.
- ❖ The Code of Conduct sets out the ethics and values in accordance with which the Board performs its duties.
- ❖ The Nomination and Remuneration Committee of the Board is responsible for the evaluation of Board performance.
- ❖ The performance of the Board and each of its Committees is reviewed annually.

Directors

- ❖ Individual Directors carry out their duties in accordance with the values set out in Company's Code of Conduct.
- ❖ The Board as a whole reviews the performance of individual Directors annually.
- ❖ Director performance review consists of structured interviews with individual Directors.