

# **NOMINATION COMMITTEE CHARTER**

2019

---

## NOMINATION COMMITTEE CHARTER

### 1 PURPOSE OF THE CHARTER

- 1.1 The Nomination Committee (the Committee) is a committee of the Centamin plc (the Company) Board (the Board) and operates within the governance structure of the Company and its subsidiaries (the Group). The Committee's primary functions as set out in this Charter (the Charter) are to make recommendations to the Board on:
- (a) the structure, size and composition of the Board and Board committees;
  - (b) the necessary and desirable competencies, skills, knowledge and experience of Directors;
  - (c) the Board and senior management succession plans;
  - (d) the appointment, re-election and removal of Directors to the Board and Board committees; and
  - (e) the follow-up actions from the evaluation of the Board and Board Committees.
- 1.2 This Charter has been updated to take account of the UK Corporate Governance Code (the Code) published in July 2018 and best practice guidance issued by the Financial Reporting Council.

### 2 MEMBERSHIP, TERM AND VOTING

- 2.1 The members of the Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Company and shall consist of not fewer than three members, a majority of whom must be Independent Directors as per the definition of independence contained within the Company's Directors' Test of Independence Policy. A quorum shall be two members.
- 2.2 Where possible, the Chairman of the Committee shall be an Independent Non-Executive Director appointed by the Board.
- 2.3 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Committee.
- 2.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.
- 2.5 The term of each member will coincide with the member's term as Director provided the Director continues to meet the criteria for membership of the Committee.
- 2.6 Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting, and any such decision shall for all purposes be deemed a decision of the Committee.

2.7 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

2.8 In the case of equality votes, the Chairman of the Meeting, in addition to his deliberative vote, has a casting vote.

### **3 SECRETARY AND MINUTES**

3.1 The Company Secretary shall be the Secretary of the Committee and the minutes of meetings of the Committee shall be made available to all members of the Board, unless in the opinion of the Committee Chairman it would be inappropriate to do so. The Company Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues and shall ensure the Committee is properly constituted and advised.

3.2 The Company Secretary should ascertain at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

3.3 For the avoidance of doubt, the Company Secretary shall not be entitled to vote or be counted in the quorum in respect of any resolution of the Committee.

### **4 ATTENDANCE AND FREQUENCY OF MEETINGS**

4.1 Meetings of the Committee shall be called by the Company Secretary, at the request of the Committee Chairman. The Secretary shall prepare an agenda for each meeting, to be agreed by the Chairman of the Committee and ensure the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4.2 Unless otherwise agreed, notice of the meeting will be sent to all members of the Committee no later than five working days before the date of the meeting.

4.3 Meetings shall be held when required, but in any event shall be held not less than twice per calendar year. The Chairman of the Company may request a meeting if he reasonably considers that one is necessary.

4.4 The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.

4.5 The Chairman of the Committee shall report to the Board following meetings of the Committee, and as otherwise requested by the Chairman of the Board.

4.6 Only members of the Committee have the right to attend the Committee meetings. Other Company directors, senior management and/or employees of the Company may be invited to attend any meeting (or part thereof) at the Committee Chairman's discretion. No Board

Director shall attend that part of a meeting at which the performance of that Director is being discussed.

- 4.7 Notwithstanding the above, if in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the interested Board Director, the Committee may invite that Board Director to address the Committee. The Committee shall give fair consideration to that address. The Board Director will not, however, be invited to take part in the deliberations following that address.

## **5 AUTHORITY AND RESOURCES**

- 5.1 The Committee is authorised by the Board to investigate any matter within its terms of reference and to make recommendations to the Board on any such matter. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any reasonable requests made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain, at the Company's expense, outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. It is envisaged that in obtaining outside advice the Committee will act in conjunction with the Chairman and/or CEO of the Company.
- 5.3 The Committee shall have access to sufficient resources in order to carry out its duties, including legal or other professional advice on any matters within its terms of reference, including the assistance of the Company Secretary to fulfil its duties.
- 5.4 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

## **6 DUTIES**

- 6.1 The Committee shall carry out the following duties for the Company as appropriate:

### **Board composition**

The Committee shall:

- (a) regularly review of the structure, size, composition (including the skills, knowledge, experience and diversity) and length of service of the Board as a whole, making recommendations to the board with regard to any changes;
- (b) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (c) keep up to date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates;

- (d) in conjunction with the work of the Sustainability Committee, work to set measurable objectives for Board and senior management diversity (including diversity of gender, social and ethnic backgrounds, cognitive and personal strengths) and prepare a policy on how to promote Board and senior management diversity to meet those objectives;

## **Succession planning**

The Committee shall:

- (e) give full consideration to succession planning for Directors and senior management in the course of its work, taking into account the challenges and opportunities facing the Group, and the skills and expertise needed on the Board and in the Group in the future;
- (f) satisfy itself that plans are in place for effective and orderly succession for appointments to the Board and senior management;
- (g) in conjunction with the work of the Remuneration Committee, consider the gender pay gap across all levels in the Group;

## **Appointments to the Board**

The Committee shall:

- (h) be responsible for identifying and nominating, for the approval of the Board, candidates from a wide range of backgrounds to fill board vacancies as and when they arise and, in doing so, take into account the voluntary targets for female representation and persons of colour on FTSE 350 boards that the Board has adopted;
- (i) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
  - (i) use such methods as it deems appropriate, including the use of open advertising or the services of external advisers to facilitate the search;
  - (ii) consider candidates from a wide range of backgrounds;
  - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, social and ethnic backgrounds, cognitive and personal strengths; and

- (iv) take into account other demands on candidates' time and, having had all significant commitments disclosed prior to appointment with an indication of time involved, ensure that appointees have enough time available to devote to the position;
- (j) ensure that a proposed director's other significant commitments (and an indication of the time involved) are disclosed to the Board before appointment and any changes to the director's commitments should be reported to the Board as they arise;
- (k) ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings and the induction process and making it clear that additional external appointments should not be undertaken without the prior approval of the Board;
- (l) ensure that all Directors offer themselves for annual re-election to shareholders in accordance with the UK Corporate Governance Code (Provision 18) having regard to their to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to Directors being re-elected for a term beyond six years);
- (m) keep under review the number of external directorships held by each Director;
- (n) set a formal and transparent procedure for selecting new Directors for appointment and re-election to the Board, in the form of a Selection, Appointment and Re-Appointment of Directors Policy;

### **Board evaluation**

The Committee shall:

- (o) assist the chairman of the Board with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board and its Board Committees, the Company's chairman and its individual Directors, including consideration of the balance of skills, experience, independence and knowledge of the Company, its diversity, including gender, social and ethnic backgrounds, cognitive and personal strengths, how the Board works together as a unit to achieve the Company's objectives and other factors relevant to the Board's effectiveness;
- (p) review the results of the Board performance evaluation process that relate to the composition of the Board by recognising the strengths and addressing any weaknesses that it may have, and ensure that evaluation of the Board is externally facilitated at least every three years;
- (q) review annually the time required from Non-Executive Directors and keep under review the number of external directorships and other commitments held by each

Director. Performance evaluation shall be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties; and

- (r) work and liaise as necessary with all other Board Committees.

## **Conflicts of interest**

The Committee shall:

- (s) consider and, if appropriate, authorise situational conflicts of interest of Directors and potential directors;
- (t) keep under review [at least annually] potential conflicts of interests of Directors disclosed to the Company and develop appropriate processes for managing such conflicts if the Committee considers this to be necessary;
- (u) at all times take care to minimise the risk of any conflict of interest within the Committee that might be seen to give rise to an unacceptable influence;

## **Improving female representation below Board level**

The Committee shall:

- (v) oversee progress being made by the Company in improving women's representation on the Company's Executive Committee and among those employees who directly report to the Executive Committee;
- (w) at least annually review the Company's action plan in relation to the above and assess progress.
- (x) for the appointment of Chairman, prepare a job specification which includes the time commitment expected and the proposed Chairman's other significant commitments, reporting the Committees findings to the Board;
- (y) ensure that prior to the appointment of a Director, require that the proposed appointee disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest; and

## **7 Board Recommendations**

- 7.1 The Committee shall also make recommendations to the Board concerning:

### **Nominations and succession planning**

The Committee shall make recommendations to the Board on:

- (a) the appointment of any Director to executive or other office and keep under review the number of external directorships and other significant commitments held by Non-Executive Directors;
- (b) the chairman of the Board, having assessed every three years whether the present incumbent shall continue in post, taking into account the need for continuity versus freshness of approach and, where the chairman of the Board has been in post for a term approaching nine years from first appointment to the Board, make recommendations as to whether there is cause to extend the chairman's term for a limited period;
- (c) formulating plans for succession for Directors, both executives and non-executives, and in particular for the key roles of Chairman and CEO and for the Company's senior management;
- (d) suitable candidates for the role of Senior Independent Director;
- (e) membership of the audit and remuneration committees, and any other Board Committees as appropriate, in consultation with the chairman of those Board Committees;
- (f) the re-appointment of any Non-Executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required;

### **Re-appointment of directors**

The Committee shall make recommendations to the Board on:

- (g) the re-appointment of any Non-Executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (h) the re-election by shareholders of Directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's Articles of Association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);
- (i) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
- (j) the appointment of any director or other officer within the Group.



---

**8 REPORTING**

- 8.1 The Committee Chairman shall report to the Board on its proceedings following each meeting, making whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.2 the Committee shall, where applicable, produce a report to be included in the company's annual report about its activities, the membership of the Committee, number of meetings and attendance over the course of the year, the outcome of its formal annual review, the process used to make appointments and, where applicable, explain the external or open advertising used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company or any individual Directors.
- 8.3 the report detailed above shall include, where applicable, a statement of the Board's policy on diversity, including gender, social and ethnic backgrounds, cognitive and personal strengths and other aspects of diversity such as age, educational and professional backgrounds, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives, including how that diversity policy has been implemented and the results in the report period.
- 8.4 In relation to each Director being re-elected annually, the Committee should make recommendations to the Board on the specific reasons why each such Director's contribution is, and continues to be, important to the Company's long-term sustainable success so that such reasons can be included in the papers accompanying the relevant resolution relating to such re-election.

**9 EVALUATION**

- 9.1 The Committee will arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

**10 ANNUAL GENERAL MEETING**

- 10.1 The chairman of the Committee shall attend the Company's Annual General Meeting and shall be prepared to answer any shareholder questions on the Committee's activities.

**11 PUBLICATION OF CHARTER**

- 11.1 A copy of this Charter shall be made available on the Company's website [www.centamin.com](http://www.centamin.com) in the Corporate Governance section.

## 12 DEFINITIONS

"Committees" – The Remuneration Committee, the Audit and Risk Committee, the Sustainability Committee, the Technical Committee and any other Sub-Committee of the Board that may arise from time to time.

"Director" – Any Director of the Company whether Non-Executive or Executive.

"Senior Executive" – Executive Directors, the Chairman (irrespective of whether the Chairman is an Executive or not), the CFO, the Chief Operating Officer, the Company Secretary and Senior Management as directed by the Chairman and/or CEO. Any roles below these positions are the responsibility of the CEO.