

Corporate Governance and Nominations Committee Charter for Company ABC

Date Approved by the Board: DD/MM/YYYY

Objective

1. The Board of Directors (“Board”) of the Company has resolved to establish a Corporate Governance and Nominations Committee (the “Committee”).
2. The primary responsibilities of the Committee are to assist the Board in:
 - a) **developing**, recommending and annually reviewing corporate governance guidelines for the Company and overseeing corporate governance matters;
 - b) **identifying** individuals qualified to become Board members and recommending such individuals to the Board for nomination for election to the Board;
 - c) **making** recommendations to the Board concerning committee appointments (other than the Committee);
 - d) **coordinating** an annual review of the Board’s and its committees’ performance; and
 - e) **ensuring** the compliance with the Company’s Corporate Governance Code and the Code of Conduct/Ethics.

Membership

1. The Committee shall be appointed by a majority vote of the Board from among its members in consultation with the Chairman of the Committee. The Committee shall consist of no fewer than three members, the exact number to be determined from time to time by the Board, all of whom shall be non-executive directors and the majority of whom shall meet the independence requirements set out in the [source].
2. As long as they remain directors of the Company, members shall serve for a period of three years, extendable by no more than two additional three-year periods, and only so long as each relevant member continues to be independent.
3. The Board shall designate one member of the Committee to act as its Chairman, who shall meet the independence requirements set out in the [source]. The Chairman, with input from the other members of the Committee, shall set the agenda for Committee meetings, which shall be distributed to the Board, and shall attend the annual general meeting of the Company to discuss with shareholders matters within the responsibility of the Committee. Where the Chairman or his designee is unable to attend a Committee meeting, the remaining members present should elect one of their number present to chair the meeting.
4. The secretary of the Company or his designee shall act as secretary to the Committee.
5. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfil its responsibilities.

Procedures for Meetings

1. The Committee shall meet as often as it deems necessary but in any case at least three times a year, at such times and places determined by the Committee Chairman, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman. Special meetings may be convened upon the request of the Board and CEO. The Committee shall develop and approve the annual calendar of its meetings.

2. Meetings of the Committee may be conducted when the members are physically present or in the form of either video- or audio-conferences.
3. Notice and details of meetings shall be given to members of the Committee at least 5 working days in advance, unless otherwise agreed.
4. Two members of the Committee shall constitute a quorum, provided that each is an independent director. When more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee. In addition, the Committee can take action at any time by unanimous written consent.
5. The Committee shall keep minutes of its meetings which shall be circulated to members for objections and approval. If no objection is lodged within five business days, the minutes shall be approved. Once approved, such minutes shall be provided to the Board.
6. Except as expressly provided in these Terms of Reference, the Committee shall set its own rules of procedure.

Compensation

No member of the Committee may receive, directly or indirectly, any compensation from the Company other than (i) any fees paid to directors for service on the Board, (ii) additional fees paid to directors for service on a committee of the Board (including the Committee) or as the Chairman of any committee and (iii) a pension or other deferred compensation for prior service that is not contingent on future service on the Board as long as it does not compromise the Committee member's independence.

Authority and Responsibilities

The Committee shall have such authority as it may require to carry out its functions and obligations, as may be stipulated by internal regulations of the Company or recommended or required of it by the [country CG Code] and/or listing rules, including to seek any information that it requires from any employee of the Company to carry out its duties, and all employees are directed to cooperate with any request made by the Committee. In particular, and without limitation to the foregoing, the Committee shall have the following specific authority (in addition to any other authority that the Board may from time to time delegate to the Committee):

1. Corporate Governance Structure

- a) To consider and recommend any proposed amendments to the Company's memorandum and articles of association, any standing procedures of the Board and the terms of reference of the Company's Board committees, and to review and recommend any changes to other documents relating to the corporate governance of the Company.
- b) To review the effectiveness of orientation processes for newly elected members of the Board. The Committee shall also regularly assess the adequacy of and need for additional continuing director education programs.
- c) To keep under review all legislative, regulatory and corporate governance developments that might affect the Company's operations and to make recommendations to the Board in relation thereto, always striving to ensure that the Company is at the forefront of best practice.
- d) To recommend to the Board corporate governance guidelines for the Company (the Corporate Governance Code), assessing those guidelines at least annually, and reviewing any requests for waivers of those guidelines and oversee compliance with the Code.
- e) To oversee the implementation of the Company's Corporate Governance Improvement Program, if any.

- f) To ensure that the standards and the disclosures required by the [country CG Code] are observed and reflected in disclosures made in the Company's reports.
- g) To review Company's policies in relation to corporate governance and to make recommendations to the Board in relation thereto.
- h) To receive and consider reports on any views expressed by shareholders, shareholder representative bodies and other interested parties in relation to corporate governance.
- i) The Committee shall (a) regularly receive reports from management regarding compliance with the Company's Code of Ethics and the procedures established to monitor compliance with the Code of Ethics; (b) review requests for waivers from the Code of Ethics; and (c) promptly disclose any waivers that are required by applicable regulations to be disclosed publicly.

2. Board Nominees; Committee Appointments; Continued Service

- a) The Committee shall 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, and shall make recommendations to the Board regarding plans for succession both for executive and non-executive directors.
- b) The Committee shall be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise. In the case of an individual recommended to fill a Board vacancy created by an increase in the size of the Board, the Committee shall also recommend to the Board the class of directors (executive or non-executive) in which the individual should serve.
- c) In recommending a candidate for appointment to the Board, the Committee shall determine criteria, objectives and procedures for selecting Board members, including factors such as independence, diversity, age, future succession planning, integrity, skills, expertise, breadth of experience, knowledge about the Company's business and industry, and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- d) In identifying suitable candidates the Committee shall use open advertising or the services of external advisers to facilitate the search, consider candidates from a wide range of backgrounds and consider candidates on merit against objective criteria, taking care that appointees have enough time to devote to the position.
- e) The Committee shall regularly review the structure, size and composition required for the Board (including the skills, knowledge and experience) compared to its current position and make recommendations to the Board with regard to any changes. This exercise should, where appropriate, include the following: (a) reviewing potential candidates for the Board (and reporting to the Board regarding the results of such review); (b) making recommendations regarding nominations for election and re-election to the Board, (c) recommending appointments to the Board to fill vacancies, and (d) recommending directors for executive or other office.
- f) The Committee shall annually review the delegation of authorities from the Board to committees to ensure that the Board overall fulfills all the functions stipulated by law and the Company's articles of association.
- g) The Committee shall review the appropriateness of continued service on the Board of members whose business or professional affiliations or responsibilities have changed or who contemplate accepting a directorship on another public company board or an appointment to a committee of another public company board.
- h) The Committee shall review annually the time required from a non-executive director, and consider whether a non-executive director is spending enough time to fulfil his duties, and shall make recommendations to the Board on the reappointment of non-executive directors at the end of their term

of office, 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.

- i) The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (other than the Committee) and recommend that the Board appoint the identified member or members to the relevant committee.
- j) In recommending a candidate for appointment to a committee, the Committee shall consider any required qualifications as set forth in such committee's terms of reference, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.
- k) The Committee shall 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.
- l) The Committee shall make recommendations to the Board concerning:
 - the continuation (or not) in service of any director who has reached the age of 70; and
 - 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.

3. Board and Committees Performance Evaluation

- a) The Committee shall coordinate the annual evaluation of the structure, organisation, policies, performance and effectiveness of the Board and its committees.
- b) The Committee shall ensure that a peer review or other evaluation mechanism of each Board member individually is in place, and that written reports on evaluation results are submitted to the Board, suggesting improvements, if any.

4. Succession Planning

- a) The Committee shall make recommendations to the Board as regards plans for succession for both executive and non-executive directors.
- b) The Committee shall monitor succession planning for CEO and the Board Chairman, review the outside activities of senior executives and review with the Chairman and CEO succession plans relating to other executive positions in the Company.

Committee Performance Evaluation

The Committee shall review its own performance and reassess the adequacy of these terms of reference at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

Access to Advisors and Training

1. The Committee shall have its own budget and the authority to engage and obtain advice and assistance from internal or external legal or other advisors, without having to seek Board approval and at the Company's expense.
2. The Committee shall make determinations with respect to the payment of the Company's external advisors retained by the Committee.
3. Members of the Committee shall receive appropriate training on taking office and on an ongoing and timely basis to ensure that they can carry out their functions.

Reporting Obligations

1. The Committee shall maintain minutes of its meetings and shall give regular reports to the Board, including on the Committee's actions, conclusions and recommendations and such other matters as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the Chairman of the Committee or any other member of the Committee designated by the Committee to give such report.
2. In addition to the above, the Committee shall prepare a report describing the Committee's work in discharging its responsibilities to be included in the Company's Annual Report.
3. These terms, as the same may be amended from time to time, shall be posted on the website of the Company.

Other

The Committee shall give due consideration to laws and regulations, the provisions of the [country CG Code] and the listing rules, as appropriate.