



- 3.4. The Members may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.5. Resolutions of the Nomination Committee shall be passed with a majority of votes.
- 3.6. Resolutions signed by all Members will be treated valid as if it is passed in the meeting held by the Nomination Committee.
- 3.7.

- 6.5. Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Nomination Committee should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

7. **Reporting responsibilities**

- 7.1. After each meeting, the Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

8. **Authority**

- 8.1. The Nomination Committee is authorised by the Board when necessary to seek any information it re