

MIDDLE EAST INVESTOR RELATIONS ASSOCIATION
("MEIRA")

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (THE "COMMITTEE")

(approved by a written resolution of the board of directors (the "**Board**") dated 14 January 2019)

1. Role

- 1.1 The Committee assists the Board by carrying out the following main functions:
- (a) review the structure, size and composition of the Board;
 - (b) consider and propose the appointment of members to the Board, Board committees, MEIRA senior executives and the appointment of members to MEIRA Country Chapter Boards;
 - (c) review MEIRA's succession plan to ensure its adequacy and fitness for purpose; and
 - (d) assume responsibility for considering and authorising conflicts of interest, if so requested by the Board.

2. Reporting Responsibilities

- 2.1 The Committee reports formally to the Board after each meeting of the Committee on all matters within its duties and responsibilities.
- 2.2 The Committee must make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 2.3 The Committee's report on its activities and processes shall be included in MEIRA's Annual Report.

3. Membership

- 3.1 The Committee shall comprise of at least three Board members.
- 3.2 Members of the Committee must be appointed by the Board, on the recommendation of the Nomination Committee.
- 3.3 Appointment to the Committee is for a period of up to three years, which may be extended for a further three year period.

- 3.4 The Board must appoint the Committee Chair who may not be the Chair of the Board. In the absence of the Committee Chair and/or an appointed deputy at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.
- 3.5 Only members of the Committee and the Committee Chair have the right to attend and vote at Committee meetings. However, other individuals such as the Chair of the Board, the vice Chair of the Board, the MEIRA general manager and external advisors may be invited to attend all or part of any meeting as and when appropriate.
- 3.6 The Board shall regularly review the membership of the Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals.

4. **Secretary**

- 4.1 The Board secretary or his or her nominee shall act as the secretary of the Committee (the “**Secretary**”) and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues raised at the Committee.
- 4.2 The Secretary or his or her nominee shall keep a record of the membership, and the dates of any changes to membership, of the Committee;

5. **Quorum of Meetings**

The quorum necessary for the transaction of business is two Committee members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. **Frequency of Meetings**

The Committee shall meet at least twice a year and otherwise as required.

7. **Notice of Meetings**

- 7.1 Meetings of the Committee shall be called by the Secretary at the request of any of the Committee's members.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, must be forwarded to each member of the Committee and any other person required to attend no later than three business days before the date of the meeting. Supporting papers must be sent to Committee members and to other attendees as appropriate, at the same time.
- 7.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7.4 All reasonable efforts shall be made to give notice of meetings of the Committee to all Committee members and invitees and to arrange such meetings so that all Committee members and invitees are able to attend.

8. **Minutes of Meetings**

8.1 The Secretary must minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

8.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

8.3 The Committee Chair or a delegated representative shall attend Board meetings and be prepared to respond to questions on the Committee's activities.

8.4 Minutes of Committee meetings must be circulated promptly to all members of the Committee and the Chair of the Board and, once agreed, to all other members of the Board unless the Committee has resolved that all or part of the minutes should not be circulated to one or more members of the Board.

9. **Duties**

The Committee shall carry out the following duties:

9.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;

9.2 give full consideration to succession planning for members of the Board and other senior MEIRA executives in the course of its work, taking into account the challenges and opportunities facing MEIRA, and the skills and expertise needed on the Board in the future;

9.3 keep under review the leadership needs of MEIRA, both executive and non-executive, with a view to ensuring the continued ability of MEIRA to operate effectively;

9.4 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies or the MEIRA senior executive roles as and when they arise;

9.5 evaluate the balance of skills, knowledge and experience on the Board before an appointment is made and based on such evaluation shall prepare a description of the role, capabilities and time commitment required for a particular appointment. In identifying suitable candidates, the Committee;

(a) can use open advertising or the services of external advisers to facilitate the search;

(b) must consider candidates from a wide range of backgrounds; and

- (c) must consider candidates on merit and against objective criteria, and with due regard to the benefits of diversity on the Board, including gender, and taking particular care to ensure that candidates have adequate time available to devote to the position;
- 9.6 with regards to Board members, consider proposals for their appointment or re-appointment (including the term of such appointment or re-appointment) and any proposal for their dismissal or non-reappointment or any substantial change in their duties or responsibilities or the term of their appointment;
- 9.7 consider proposals for the appointment, re-appointment (including the term of such appointment) or retirement of the Chair or the Vice Chair of the Board;
- 9.8 make recommendations to the Board concerning:
- (a) the re-appointment of any member of the Board 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; and
 - (b) the re-election by the Board of the Chair, Vice Chair and Board members under the annual re-election provisions or the retirement by rotation provisions in MEIRA'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 Board members being re-elected for a term beyond three years); and
 - (c) any matters relating to the continuation in office of any Board member or senior MEIRA executive at any time including the suspension or termination of service of a Board member or a senior MEIRA executive as an employee of MEIRA.

10. **Succession Planning**

The Committee shall review MEIRA's succession plan to ensure its adequacy, considering the challenges and opportunities facing MEIRA as a not-for profit organization, and accordingly what skills will be needed on the Board in the future. The Committee shall also review succession planning in the wider context of the Board, MEIRA's executive and country chapter Boards.

11. **Approval and Review of Situational Conflicts of Interest**

The Committee shall consider and, if appropriate, authorise situational conflicts of interest of Board members or potential Board members. The Committee shall review the authorisations that have been given from time to time, but at least quarterly. In addition,

the Committee shall review any authorisation that has been given in light of any change in circumstances of which it becomes aware that may affect such authorisations.

12. **Authority**

As appropriate the Committee is authorised to undertake such work as is necessary to perform its duties to the Board, including seeking any information it requires from MEIRA members or other stakeholders.

13. **Appraisal and Review**

The Committee shall review at least once a year its own performance, 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.

14. **Publication of Terms of Reference**

These Terms of Reference shall be made available on MEIRA's website.

15. **Ultimate Decisions**

The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations it deems appropriate on any area within its remit. All evaluations, reviews and decisions of the Committee made in respect of appointments to the Board shall be referred to the Board and shall take effect only upon approval thereof by resolution of the Board in accordance with MEIRA's articles of association.

The Committee shall only assess the matters that fall within its remit and those referred to it by the Board and shall communicate its recommendations to the Board to issue decisions in connection therewith. The Committee shall take decisions in relation to such matters if so delegated by the Board, with the Board held ultimately liable for the decisions made by the Committee.

16. **Other matters**

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties including access to the Secretary for assistance, as required;
- (b) give due consideration to laws, regulations and any published guidelines or recommendations applicable to the operation of the Committee;
- (c) oversee any investigation of activities which are within its terms of reference; and
- (d) work and liaise as necessary with all other Board committees.

17. **Authority**

- 17.1 The Committee is authorised by the Board to obtain, at MEIRA's expense, outside professional advice on any matters within its terms of reference and in accordance with the budget agreed by the Board.
- 17.2 Although the Committee can seek the advice and assistance of the executive management, it must ensure that this role is clearly separated from their role within the business.