

Three overlapping arrows pointing to the right. The top arrow is solid red, the middle one is solid grey, and the bottom one is a white outline. They are positioned to the left of the main title.

BOARD NOMINATION & REMUNERATION COMMITTEE CHARTER

1. The Committee

The Board Nomination and Remuneration Committee “Committee” is a Committee of the Dexion Group of Companies “Dexion” Board of Directors “Board” established under article 70.1 of the Company’s Constitution.

The Charter sets out the role, composition, authority, responsibility and operation of the Committee.

The existence of this Committee and the functions performed by it does not purport to diminish the ultimate responsibility of the Board.

2. Membership Requirements

The Board of Dexion has resolved that:

- there must be at least 3 members of the Committee;
- the majority of members of the Committee must be Non Executive Independent Directors;
- the Chairman of the Committee must be the Chairman of Dexion or an Independent Director.

The Board will determine from time to time the persons (meeting the above requirements) to be members of the Committee. There is no prescribed term for membership of the Committee. Members may be appointed or removed by a resolution of the Board. Membership shall cease upon a Committee member ceasing to be a Director.

3. Composition

The current composition of the Committee is:

- Chairman – Ken Boundy
- Member – Robert Wright
- Member – Graham Spurling
- Managing Director, Peter Farmakis in attendance
- Finance Director, Trefor Clayton in attendance

The Managing Director and Finance Director will have no voting rights.

4. Meetings

The Committee meets as frequently as its Chairman considers necessary to discharge its role effectively (but not less frequently than once per financial year). The Chairman of the Committee shall convene a meeting if requested to do so by any Committee member, the Managing Director or the Board. The Chairman shall decide upon the timing of the meetings of the Committee.

The Chairman of the Committee shall be responsible for creating and circulating the agenda for meetings. The Chairman shall also be responsible for keeping the minutes of meetings and circulating them to the Committee and other Board members. Meetings may be held by any form of technology.

A quorum shall consist of two members of the Committee. A motion shall be passed by a simple majority of votes cast in favour by members present and eligible to vote. In the event of an equal number of votes being cast for and against a motion, the motion will be referred to the Board for resolution (i.e. the Chairman of the Committee does not have a casting vote).

5. Access

The Committee shall have unlimited access to senior management of the Company and any of its subsidiaries.

The Committee shall have the ability to consult independent experts where it considers appropriate at the Company's cost.

6. Role and Objectives

The Committee's role is to assist the Board to:

- ensure that the Board is comprised of Directors with the appropriate mix of skills, experiences and competencies to discharge its mandate effectively;
- establish procedures for the selection and recommendation of candidates suitable for appointment to the Board;
- ensure that the Company has in place appropriate remuneration policies designed to meet the needs of the Company and enhance corporate and individual performance.

(a) Board Nomination

In particular the committee is responsible for:

- reviewing succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board;
- periodically reviewing the size and composition of the Board to ensure that it is structured to make decisions expediently with a variety of perspectives and skills in the best interests of the Company as a whole;
- assessing and advising the Board of the time necessary for a Non Executive Director to effectively discharge his or her responsibilities and reviewing the other commitments of the Non Executive Directors which impact upon this;
- ensuring that an effective induction process is in place for newly appointed Directors and review those induction procedures;
- undertaking an annual assessment of the effectiveness of the Board (prior to 31 December each year) including:
 - an assessment of the range of skills, experience and expertise on the Board;
 - identifying whether there are any areas where the “skills” set requires supplementing,
 - reporting to the Board;

- making recommendations to the Board as to the means by which the “skills” set of existing Non Executive Directors can be enhanced;
- advising the Board of the names of the Non Executive Directors to retire in accordance with the Company’s Constitution and recommending whether the Board should support the re-nomination of those retiring Directors. In making this recommendation the Committee shall undertake a process of review of each retiring Non Executive Director’s performance during the period of his/her directorship. This review will be conducted by whatever means the Committee deems appropriate including assessment by peers;
- undertaking an annual assessment of the effectiveness of the various Committees established by the board;
- selecting and recommending candidates for the Board when circumstances warrant the appointment of a new Director. This process will involve an evaluation of the range of skills, experience and expertise on the Board to establish the candidate(s) who will best complement the Board. The Committee has established (and the Board has adopted) the policy set out in Attachment A with respect to the selection of candidates for the Board;
- reviewing and providing recommendations to the Board in the remuneration framework of Directors;

(b) Remuneration

In particular the committee is responsible for:

- the executive remuneration and incentive policies are designed to:
 - recognise an individual’s contribution to the Company’s performance;
 - motivate executive management to pursue the long term growth and success of the Company within an appropriate control framework;
 - demonstrate a clear relationship between executive performance and remuneration;
 - provide a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the Company’s circumstances and goals;
- the remuneration packages of senior management and other non-award staff (including base pay, incentive payments, equity awards, retirement rights and service contracts) having regard to the need to attract and retain a highly motivated and professional staff;
- succession plans for key managers;
- incentive schemes;
- superannuation arrangements.

The Committee must report to the Board regularly on each of the above matters.

The Committee is also responsible for recommending to the board:

- the remuneration framework for the Managing Director (including base pay, incentive payments, equity awards, retirement rights and service

contracts) having regard to the need to secure, retain, motivate and develop candidates capable of delivering the long term leadership required for the Company;

- all equity based plans;
- the remuneration framework for Non Executive Directors.

Appendix i

Policy on Appointment of Directors

The board of Dexion Limited "Dexion" considers it essential that its members collectively have an appropriate mix of skills, experiences and competencies such that is able to:

- discharge its responsibilities and duties effectively, efficiently and in accordance with its legal obligations;
- understand the Company's business, set Company strategy and assess the environment in which it operates;
- evaluate the performance of management.

The Board has charged the Board Nomination and Remuneration Committee "Committee" with responsibility for:

- identifying the requisite mix of skills, experiences and competencies that the Board should have;
- assessing the extent to which the Board possess this requisite "skill" set (via an annual Board assessment process and a triennial individual Director review);
- identifying and recommending new Board members when a need is identified to supplement the Board's "skill" set or a vacancy arises upon the Board.

In undertaking the task of identifying and recommending candidates for the Board the Committee will assess and rank potential candidates against:

- the requisite "skill" set identified by it (see above) and the extent to which the potential candidate complements the "skill" set residing on the existing Board;
- the following identified "base" criteria
 - Personal integrity;
 - Commercial experience;
 - Ability to make the necessary time commitment;
 - Ability to work with the existing board.

This process will involve the interview of potential candidates by the members of the Committee and the establishment of a short list. The Committee is entitled under its Charter to engage recruitment consultant to undertake research on, or assess, potential candidates for new positions on the Board.

The Committee will make its assessment against the above criteria. Recommendations are put to the Board for its consideration. The Board will then meet to consider potential appointees followed by Board members having the opportunity to interview any prospective appointee. The Board will subsequently make a determination on appointment or otherwise.