

REPORT OF THE NOMINATIONS COMMITTEE

Throughout the year the Committee consisted of Simon Neathercoat, John Ivey, Robert Farnes, June de Moller and Stephen Young under the chairmanship of Stuart Corbyn. All members are considered independent by the Company having no day-to-day involvement with the Company.

Roles and responsibilities

The terms of reference for the Committee are available on the Company's website.

Meetings

The Committee meets at least once a year to plan and, if appropriate, carry out the annual appraisal of the Board and its Committees. Further meetings are arranged, as required, to discharge the Committee's responsibilities in connection with identifying and nominating new Board members. The Committee met three times in 2012.

Work of the Committee

During the year the Committee has carried out the following:

- Reviewed the terms of reference for the Committee.
- Led the annual appraisal of the Board, its Committees and the Chairman.
- Reviewed the Group's succession planning for both executive and non-executive Directors.
- Continued with the policy of change and refreshment of the board through the introduction of new non-executive Directors which was commenced in 2010.
- Coordinated a series of interviews with candidates for appointment as a non-executive Director, having regard to the qualities required that had been identified at the start of the process before making a recommendation to the Board that Simon Fraser be appointed based on his extensive corporate broking and financial services experience.
- Reviewed the size and membership of the Board Committees following the appointment of Simon Fraser.
- Following the retirement of Simon Neathercoat, considered what areas of experience additional non-executive Directors should possess in order to further strengthen the Board.
- Continued to liaise with Spencer Stuart over the appointment of a further independent non-executive Director in 2013. Spencer Stuart provides no other services to the Group.

Stuart A. Corbyn

Chairman of the Nominations Committee

28 February 2013