

Board Executive Committee Charter

Chairman:	The Chairman of Directors
Committee Members:	The Managing Director (or in his absence the Finance Director) and One other Non-Executive Director
Secretary:	The Deputy Company Secretary

Objective

To facilitate Board processes and Board decisions between scheduled Board meetings, and at short notice.

Duties and Responsibilities

To meet the Objective the Committee will:

- act as a delegate for the Board generally;
- exercise Board decision making powers in circumstances where it is not practical or reasonable to convene a meeting of the Board;
- make recommendations to the Board concerning matters of corporate significance not otherwise dealt with by any other Committee of the Board.

Authority

The Committee holds the full delegated authority of the Board, including specifically the power of decision making, in relation to the Duties and Responsibilities set out in this Charter.

Membership

The Committee is appointed by the Board and is comprised of two Non-Executive Directors, being the Chairman of the Board and one other Non-Executive Director, plus the Managing Director or in his absence the Finance Director. Three Directors, as described, is required for a quorum.

If the Chairman of the Board or the Managing Director are unavailable, they may appoint any other Director, including each other, to represent them at any meeting of the Committee.

Meetings

The Committee meets on an as required basis. All Directors receive Committee papers and have a standing invitation to attend Committee meetings.

Revised by the Board: 8-9 February 2012