

**CORPORATE GOVERNANCE –  
PERFORMANCE EVALUATION PROCEDURE FOR BOARD, COMMITTEES AND INDIVIDUALS**

**Board of Directors**

This policy is to ensure that individual Directors and the Board as a whole work efficiently and effectively in achieving their functions.

Each year, the Board will undertake the following activities.

- The Chairperson will meet with each non-executive Director separately, to discuss each individual performance and ideas for improvement.
- The Board as a whole will discuss and analyse its own performance during the year, including suggestions for change or improvement.

**Board committees**

This policy is to ensure that committees to which the Board has delegated responsibilities are performing efficiently and effectively, in accordance with the duties and responsibilities set out in their charter.

Each year the Board will undertake the following activities.

- The Board will review the necessity of establishing any committees and delegating certain of its responsibilities to those committees.
- The Board will review the committees' achievements during the year, based on their duties.
- The Board will review the charters of the committees once a year, to ensure that they are up to date.

**Chairperson**

One non-executive Director evaluates the performance of the Chairperson by way of discussions with the other Board members; this is similar to the process used for evaluating the performance of the Board (as set out above).

**Managing Director and key executives**

This policy is to ensure that the Managing Director and key executives execute the Company's strategy through the efficient and effective implementation of the Company's business objectives.

In order to accomplish this the following must occur.

- Each year the Board reviews the Company's strategy.
- Following such a review, the Board sets the organisation performance objectives based on qualitative and quantitative measures.

- These objectives are reviewed periodically, to ensure that they remain consistent with the company's priorities and the changing nature of the Company's business.
- These objectives are the performance targets for the Managing Director.
- Performance against these objectives is reviewed annually by the Board and is reflected in the Managing Directors remuneration review.

#### **Review**

The Board will formally review this Evaluation Procedure no less than every three (3) years or when certain milestones of the Company are approaching.