

ENL COMMERCIAL LIMITED

Corporate Governance Committee – Terms of Reference

1. Constitution

The Corporate Governance Committee is appointed by the Board:

- to keep the effectiveness of the corporate governance of ENL Commercial Limited (*'the Company'*) and its subsidiaries.
- to make recommendations to the Board on all corporate governance provisions to be adopted so that the Board remains effective and complies with prevailing corporate governance principles.
- to ensure that the reporting requirements with regard to corporate governance, whether in the annual report or on an ongoing basis, are in accordance with the principles of the applicable Code of Corporate Governance.
- to make recommendations to the Board on all new Board appointments.
- to ensure a formal process of reviewing the balance and effectiveness of the Board, identifying the skills needed and those individuals who might be seen to be providing such skills in a fair and thorough manner.
- to establish a policy for fixing the remuneration packages of individual directors and of senior executives.

2. Membership

- The members of the Committee shall be appointed by the Board and shall be composed of at least 3 members, the majority of which shall be independent non-executive directors or non-executive directors.
- The Board shall appoint the chairman of the Committee who shall be an independent non-executive director. A non-independent chairman of the Board can be chairman of the committee if the majority of members are independent non-executive directors.
- The chief executive officer may be a member of the Committee.
- Only members of the Committee may attend the Committee meetings unless specifically invited by the Committee.
- The Company Secretary or its nominee shall act as secretary to the Committee.

3. Terms of Reference

The Committee shall, for the Company and the subsidiaries as may be applicable:

(a) In its capacity as **Corporate Governance Committee**:

- determine, agree and develop the Company's general policy on corporate governance.
- advise the Board on all aspects of corporate governance and to recommend the adoption of best practices as appropriate for the Company and the Group.

- ensure that the Company and the Group complies with all regulations pertaining to corporate governance and prepare the corporate governance report to be published in the Company's annual report.
- ensure that disclosures are made in the annual report in compliance with the provisions in the Code of Corporate Governance.
- review the results of the Board performance evaluation process;
- receive and consider reports on views expressed by shareholders, shareholder representative bodies and other interested parties in relation to corporate governance.

(b) In its capacity as ***Nomination Committee***:

- make recommendations to the Board on the appointment of new executive, non-executive directors and senior managers, including making recommendations on the composition of the Board(s) in general and the balance between executive and non-executive directors appointed to the Board.
- ensure that the right balance of skills, expertise and independence is maintained.
- ascertain whether potential new directors are fit and proper and are not disqualified from being directors, including by investigating their background prior to proposed appointment.
- ensure that new directors are appropriately guided in their duties and responsibilities towards the company they serve on.
- ensure that there are no potential material conflicts of interest and/or other ethical problems which may arise in nominating a director.
- recommend to the Board for continuation (or not) in service of any director who has reached the age of 70.
- recommend directors who are retiring by rotation, for re-election.
- review the independence of the independent members of the Board(s).
- recommend plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive Officer.

(c) In its capacity as ***Remuneration Committee***:

- determine, agree and develop a general policy on executive and senior management remuneration.
- Determine the level of non-executive and independent non-executive Directors' fees, including remuneration for specific assignments and recommend same to the Board.
- determine specific remuneration packages for executive directors of the Company, including but not limited to basic salary, benefits in kind, any annual bonuses, performance-based incentives, share incentives, pensions and other benefits, and recommend same to the Board.
- review the terms and conditions of directors' service agreements, taking into account information from comparable companies where relevant.
- co-ordinate its activities with the Chairmen of the Board and the Chief Executive Officers as well as consult them in formulating the Committee's remuneration policy and when determining specific remuneration packages.
- keep itself informed of relevant information for other group executives and senior managers.

- Determine any criteria necessary to measure the performance of the Board(s) collectively, the directors individually, the executive directors, the Chairman of the Board, the Chairman of the sub-committees of the Board and the CEO in discharging their functions and responsibilities.

The Committee shall make recommendations to the full Board in relation to remuneration of executive and non-executives directors.

No member of the Committee can be involved or vote on committee decisions in regard to his/her own remuneration.

4. Meetings

- Meetings of the Committee shall be held as the Committee deems appropriate. However, the Committee shall meet at least twice a year.
- The Chairman of the Committee or any member of the Committee may call a meeting at any other time.
- The quorum for decisions shall be two members (composed of at least one ~~independent~~ non-executive director) present throughout the meeting and who shall vote on the matter for the decision.
- Unless otherwise agreed, notice of each meeting together with an agenda of items to be discussed and any supporting paper shall be forwarded to each member of the Committee, and any person invited to attend within a reasonable period before the date of the meeting.

5. Proceedings

- Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the Company's articles of association/constitution regulating the meetings and proceedings of directors and committees.
- The committee secretary shall take minutes of meetings. Minutes of all meetings shall be circulated to all the members of the Committee and may also, if the chairman of the Committee so decides be circulated to other members of the Board.
- Any director may, provided that there is no conflict of interest and with the agreement of the chairman of the Committee, obtain copies of the Committee's minutes.

6. Remuneration

- Members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board.
- Such special remuneration shall be in addition to the annual fees payable to directors.

7. Reporting Responsibilities

- The Committee Chairman 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 recommendation to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- The Committee shall make a statement in the annual report about its activities.

8. General

- The Chairman of the Committee shall attend the Annual Meeting of shareholders prepared to answer any questions on the Committee's activities.
- The Committee is authorised to seek any information it requires from any employee of the Company.
- The Committee is authorised to obtain at the Company's expense outside professional advice on any matters within its terms of reference.
- These terms of reference may be amended as required, subject to the approval of the Board.

REVIEWED BY THE CORPORATE GOVERNANCE COMMITTEE ON 21 SEPTEMBER 2012; AND

ADOPTED BY THE BOARD ON 24 SEPTEMBER 2012

EFFECTIVE DATE: 24 SEPTEMBER 2012

Amended by Board on 9 September 2015.