

Cambria Africa Plc
(the “Company”)

Nomination Committee

Terms of Reference

These terms of reference were adopted by the board on 24 February 2012. These terms of reference are to be made available on the Company’s website.

1. Membership

- 1.1 The committee shall be appointed by the board and shall consist of three directors, at least one of whom shall be non-executive.
- 1.2 A quorum shall be two members.
- 1.3 The chairman of the committee shall be appointed by the board.
- 1.4 Members of the committee shall be appointed for a three year term which may be renewed for two further three year periods.
- 1.5 The Company secretary shall be the secretary of the committee.

2. Authority

- 2.1 The committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the Company and each of its subsidiaries (the ‘group’) and all employees are directed to co-operate with any request made by the committee.
- 2.2 The committee is authorised by the board (subject first to informing the board of its intention to do so) to obtain outside legal or other independent professional advice at the Company’s expense if it considers this necessary and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

3. Duties

- 3.1 The committee shall:
 - 3.1.1 be responsible for identifying, and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
 - 3.1.2 before recommending an appointment, evaluate the balance of skills, knowledge and experience on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
 - 3.1.3 review bi-annually the time required from each non-executive director,



according to their particular committee appointments and any other specific role. Performance evaluation shall be used to assess whether a non-executive director is devoting enough time properly to fulfil the role and duties;

- 3.1.4 support the chairman of the committee in taking the necessary steps to remove underperforming executive or non-executive directors, including the chairman;
 - 3.1.5 consider candidates from a wide range of backgrounds and look beyond the obvious types of candidate, including the possible internal candidates for future board roles;
 - 3.1.6 give full consideration to succession planning, taking into account the challenges and opportunities facing the Company and what skills and expertise will be needed on the board in the future;
 - 3.1.7 regularly review the structure, size and composition (including the skills, knowledge and experience) of the board and make recommendations to the board with regard to any changes;
 - 3.1.8 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - 3.1.9 ensure an appropriate statement is made in the annual report about its activities;
 - 3.1.10 ensure that on appointment to the Board, directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings; ensure that such letter is updated as circumstances change; and instruct the secretary to make the current version of each such letter available for inspection by any person at the Company's registered office during normal business hours and at the annual general meeting (for 15 minutes prior to the meeting and during the meeting).
- 3.2 The committee shall make recommendations to the board:
- 3.2.1 as regards plans for succession for both executive and non-executive directors;
 - 3.2.2 as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office;
 - 3.2.3 concerning the re-election by shareholders of any director under the retirement provisions in the Company's articles of association;
 - 3.2.4 concerning any matters relating to the continuation in office of any



director at any time;

3.2.5 concerning the appointment of, and changes in, the members and chairman of each of the audit, remuneration and nomination committees; and

3.2.6 concerning the appointment of any director to executive or other office unless, in the case of the positions of either chairman or chief executive, the board decides to consider the matter itself without requesting a recommendation from the committee.

4. Reporting Procedures

4.1 The committee shall meet as and when requested by either its chairman or, if different, the chairman of the Company, and its chairman will ensure that meetings are held sufficiently frequently for the committee to fulfil its duties. However, committee meetings shall be held at least twice a year.

4.2 At the request of its chairman, other directors of the Company may be invited to attend but, in the event of a vote, are not entitled to vote.

4.3 No director may participate in any decision regarding his or her own position. When any decision is being made regarding the chairman of the committee's position, the committee shall appoint a chairman for such item from amongst the non-executive director members of the committee who are present or, if none is present, from amongst its other members.

4.4 Whether or not appointed as chairman of the committee generally, the chairman of the Company shall not chair the committee when it is dealing with the appointment of a successor to the chairmanship of the Company. In those circumstances the committee shall appoint its chairman for the process from amongst the non-executive director members of the committee.

4.5 The chairman of the committee will report to the board on its activities and recommendations. If not circulated to all directors as part of such report, the minutes of each meeting of the committee shall be made available by the Company secretary for inspection by any director.

4.6 The committee shall make whatever recommendations to the board it seems appropriate on any area within its remit where action or improvement is required.

4.7 The committee is authorised to engage external advisers or consultants at its discretion and at the Company's expense.

4.8 The committee shall compile an appropriate report to shareholders on its activities to be included as part of the Company's annual report.



- 4.9 The chairman of the committee shall attend the annual general meeting of the Company, prepared to respond to any shareholder question on the committee's activities.

A handwritten signature in black ink that reads "Ian R Brice Perkins".

Ian Richard Brice Perkins
Company Chairman