

Cambria Africa Plc
(the "Company")

Remuneration 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 committee may invite other directors to attend its meetings as it considers necessary for its effective operation.
- 1.6 The Company secretary shall be the secretary of the committee.
- 1.7 The chief executive will also report to the committee on significant Company-wide changes in salary structure and terms and conditions affecting employees at senior executive level.

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 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 to involve itself in, and be informed about, any matters relating to the appointment, remuneration, terms and conditions of employment of the executive board and senior management of the group. Remuneration reports will be required on an annual basis to be presented to the committee.



- 2.3 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 and to secure the attendance of outsiders with relevant experience if it considers this necessary.

3. Duties

- 3.1 The chairman of the committee shall report to shareholders in compliance with relevant regulatory and legal requirements, and shall communicate effectively with shareholders on matters relating to remuneration.

- 3.2 The duties of the committee shall be:-

- 3.2.1 make recommendations to the board on the Company's framework of executive director remuneration and its cost;
- 3.2.2 ensure that the executive directors and the chairman are fairly and appropriately rewarded for their individual contributions to the group's overall performance, drawing on outside advice as necessary;
- 3.2.3 advise on, determine and monitor targets for performance related bonus or other incentive schemes;
- 3.2.4 see that awards under the group's share option schemes and bonus or other incentive plans, if any, while complying with the statutory and other requirements, are consistent with the group's overall performance and the performance of individuals and provide an additional incentive to management to encourage enhanced performance so that they are, in a fair and responsible manner, rewarded for their individual contributions to the success of the group;
- 3.2.5 approve the overall remuneration package for any proposed appointment of an executive director;
- 3.2.6 approve on behalf of the Company the material terms of all contracts of employment or related contracts or arrangements, and material amendments thereto, with executive directors;
- 3.2.7 determine the terms of any compensation package in the event of the early termination of the contract of any executive director or Company officer, taking a robust line on excessive payoffs and on reducing compensation to reflect a departing director's obligations to mitigate loss; and
- 3.2.8 make recommendations to the board regarding the contents of the board's annual report to shareholders on directors' remuneration.



- 3.3 In undertaking the above duties the committee should bear in mind any relevant legal and regulatory requirements, the size, profitability, the challenging operating environment, and market capitalisation of the group, its reputation and its performance relative to other similar companies, the performance of individuals and the best interests of shareholders. The committee should also bear in mind that remuneration should be aligned to performance, with no rewards for failure.

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 such meetings are held sufficiently frequently for the committee to fulfil its duties.
- 4.2 Notwithstanding 4.1 above, committee meetings shall be held at least twice a year.
- 4.3 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.
- 4.4 No director may participate in any decision regarding his or her own remuneration or be present during discussions of matters relating to him or her individually.
- 4.5 The chairman of the committee will report to the board on significant matters considered, recommended or decided by the committee. The minutes, but not necessarily all the related background papers, 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 deems appropriate on any area within its remit where action or improvement is required.
- 4.7 The committee shall produce an annual report of the Company's remuneration policy and practices which will form part of the Company's annual report.
- 4.8 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 and the Company's framework of executive director remuneration.

Ian Richard Brice Perkins
Company Chairman