

PROCESS FOR THE EVALUATION OF THE BOARD



- 1. Board Performance** The Nominations Committee is responsible for determining the process for evaluating Board performance.
- 2. Reviews Completed each Year** The following reviews are conducted by the Board on an annual basis:

 - a) Board performance against the requirements of the Board Charter;
 - b) committee performance against the respective Charters;
 - c) the performance of the Chairman, both in his capacity as Chairman and as an individual member of the Board;
 - d) Board composition against a matrix of desired competencies;
 - e) the performance of individual Directors; and
 - f) the independence of Directors.
- 3. Questionnaires** The Board performance evaluation process is conducted by way of annual questionnaires appropriate in scope and content to effectively review:

 - a) the performance of the Board and each of its committees against the requirements of their respective charters; and
 - b) the individual performance of the Chairman and each director.
- 4. Evaluation Reports** The questionnaires are completed by each director annually and the responses compiled by an external consultant. The external consultant prepares detailed Board and committee evaluation reports.

Reports on Board and committee performance

The reports on Board and committee performance are provided to all directors and discussed by the Board.

Report on the Chairman's performance

The report on the Chairman's performance is provided to the Chairman and to two committee chairmen for discussion.

Reports on individual directors

The report on each individual director is provided to the individual and copied to the Chairman. The Chairman meets individually with each director to discuss the findings of their report.
- 5. Support for Re-election of Directors** The performance of each director retiring at the next Annual General Meeting is taken into account by the Board in determining whether or not the Board should support the re-election of the director. The Chairman refers to the individual director's report when discussing with the Board whether the re-election of a director at the Annual General Meeting should receive Board support.
- 6. Evaluation of the CEO** The Human Resources & Compensation Committee reviews and makes recommendations to the Board on the criteria for the evaluation of the performance of the CEO. The Board conducts the evaluation of the performance of the CEO. The remuneration report in the annual report discloses the process for evaluating the performance of senior executives, including the CEO.