



## **NOMINATION COMMITTEE AND BOARD EVALUATION**

### **CHARTER OF NOMINATION COMMITTEE**

#### ***Scope***

To define the charter by which the Nomination Committee of the Board of Adacel Technologies Limited will operate.

#### ***Membership***

In consideration of the size of the company and the Board, Directors have determined that, for the time being, the Nomination Committee will be comprised of all Directors.

The Chairman of the Nomination Committee will be the Chairman of the Board or as determined by Directors.

#### ***Secretary***

The Company Secretary or their nominee shall act as the secretary of the committee.

#### ***Procedures of Committee***

- Quorum – at least two non-executive directors
- Voting – decisions will be based on a majority of votes with the Chairman having a casting vote

#### ***Principal Functions***

To make recommendations to the Board on:

- The appropriate size, composition and terms and conditions of appointment to and retirement from the Board. For the level of remuneration for non-executive directors, the committee will have regard to practices of other public companies, external professional advice, if considered necessary, and the aggregate amount of fees approved by shareholders
- The appropriate criteria for Board membership
- Reviewing the membership of the Board and, when necessary, proposing candidates for consideration by the Board
- Arranging and undertaking a review of the Board's own performance.

## **PERFORMANCE EVALUATION OF THE BOARD**

The Nomination Committee has in place a process to review the performance of the Board and its sub-committees and that of individual directors. To assist in this process an independent adviser may be used.

A process has been established to review and evaluate the performance of the Board. The Nomination Committee conducts an annual review with Directors to review the role of the Board, the performance of the Board over the previous 12 months and ways of assisting the Board in performing its duties more effectively. The issues examined include Board interaction with management, the type of information provided to the Board by management and overall management performance in helping the Board meet its objectives.

A similar review is performed of the Board sub-committees, to assist in assessing the performance of each committee and to identify areas where improvement can be made.

The performance and contribution of non-executive directors is assessed by the Chairman against pre-determined criteria.