

**R.T. BRISCOE (NIGERIA) PLC
GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

GOVERNANCE COMMITTEE CHARTER

1. Membership

- 1.1 The Committee shall comprise at least three members. All members of the Committee shall be Non-Executive Directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, Managing Director/Chief Executive, other Directors, the Head of Human Capital Development and other representatives from the Human Capital Development function may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee.
- 1.4 The Board shall appoint the Chairman of the Committee. If it fails to do so, the Committee may elect its Chairman who shall be a Non-Executive Director. In the absence of the Committee Chairman and/or an appointed Deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

The Committee shall meet at least twice a year and otherwise as required.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than 14 days before the date of the meeting. Supporting papers shall be sent to

Committee members and to other attendees as appropriate, at the same time as or no later than 5 working days before the date of the meeting.

6. Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

7. Duties

The Committee shall carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

7.1 *Nominations, Appointments, etc.*

The Committee shall perform the following functions:

- 7.1.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- 7.1.2 give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future;
- 7.1.3 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;
- 7.1.4 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 7.1.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 7.1.6 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 7.1.6.1 use open advertising or the services of external advisers to facilitate the search;
 - 7.1.6.2 consider candidates from a wide range of backgrounds;
 - 7.1.6.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 7.1.7 for the appointment of a Chairman, the Committee should prepare a job specification, including the time commitment expected. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Board as they arise;
- 7.1.8 prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;

- 7.1.9 ensure that on appointment to the Board, Non-Executive 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;
- 7.1.10 review the results of the Board performance evaluation process that relate to the composition of the Board; and
- 7.1.11 review annually the time required from Non-Executive Directors. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties.

7.2 *Succession Planning*

The Committee shall also make recommendations to the Board concerning -

- 7.2.1 formulating plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Managing Director/Chief Executive Officer;
- 7.2.2 membership of the Board Audit and Governance Committees, and any other Board Committees as appropriate, in consultation with the Chairmen of those Committees;
- 7.2.3 the re-election by Shareholders of Directors under the annual re-election provisions of the Company and Allied Matters Act, 1990 or the retirement by rotation provisions in the company's Articles of Association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board;
- 7.2.4 any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the company subject to the provisions of the law and their service contract; and
- 7.2.5 the appointment of any Director to executive or other office.

7.3 *Remuneration*

The Committee shall -

- 7.3.1 determine and agree with the Board the framework or broad policy for the remuneration of the company's Chairman, Managing Director/Chief Executive, the Executive Directors, the Company Secretary and such other members of the executive management as it is designated to consider. The remuneration of Non-Executive Directors shall be a matter for the Chairman and the executive members of the Board. No Director or Manager shall be involved in any decisions as to their own remuneration;
- 7.3.2 in determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of applicable Corporate Governance Codes. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company;
- 7.3.3 when setting remuneration policy for Directors, review and have regard to the remuneration trends across the company or group;
- 7.3.4 review the ongoing appropriateness and relevance of the remuneration policy;
- 7.3.5 within the terms of the agreed policy and in consultation with the Chairman and/or Managing Director/Chief Executive, as appropriate, determine the total individual remuneration package of the Chairman, each Executive Director, Company Secretary and other designated senior executives including bonuses, incentive payments and share options or other share awards;
- 7.3.6 obtain reliable, up-to-date information about remuneration in other companies. To help it fulfil its obligations the Committee shall have full authority to appoint Remuneration

- Consultants and to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the Board;
- 7.3.7 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
 - 7.3.8 approve the design of, and determine targets for, any performance related pay schemes operated by the company and approve the total annual payments made under such schemes;
 - 7.3.9 review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to Executive Directors, Company Secretary and other designated senior executives and the performance targets to be used;
 - 7.3.10 determine the policy for, and scope of, pension arrangements for each Executive Director and other designated senior executives;
 - 7.3.11 ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
 - 7.3.12 oversee any major changes in employee benefits structures throughout the company or group; and
 - 7.3.13 agree the policy for authorising claims for expenses from the Directors.

7.4 *Functions stipulated by the Code of Corporate Governance*

The functions of the Governance Committee shall include those stipulated in any applicable Code of Corporate Governance. The functions of the Committee in the Code of Corporate Governance issued by the Securities & Exchange Commission includes:

- 7.4.1 establish the criteria for Board and Board Committee memberships, review candidates' qualifications and any potential conflict of interest, assess the contribution of current Directors in connection with their re-nomination and make recommendations to the Board;
- 7.4.2 prepare a job specification for the Chairman's position, including an assessment of time commitment required of the candidate;
- 7.4.3 periodically evaluate the skills, knowledge and experience required on the Board;
- 7.4.4 make recommendations on experience required by Board Committee members, Committee appointments and removal, operating structure, reporting and other Committee operational matters;
- 7.4.5 make recommendations on compensation structure for Executive Directors;
- 7.4.6 provide input to the annual report of the company in respect of Directors' compensation;
- 7.4.7 ensure that succession policy and plan exist for the positions of Chairman, CEO/MD, the Executive Directors and the subsidiary Managing Directors for Group companies;
- 7.4.8 ensure that the Board conducts a Board evaluation on an annual basis;
- 7.4.9 review the performance and effectiveness of the subsidiary company Boards on an annual basis where applicable; and
- 7.4.10 review and make recommendations to the Board for approval of the company's organisation structure and any proposed amendments.

8. Reporting Responsibilities

- 8.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

8.3 The Committee shall produce a report to be included in the company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

9. Other Matters

The Committee shall -

9.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

9.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

9.3 give due consideration to laws and regulations, the provisions of the Code of Corporate Governance issued by the Securities & Exchange Commission and all other applicable Corporate Governance Codes, the Listing Requirements of the Nigerian Stock Exchange and any other applicable Rules, as appropriate;

9.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

The Committee is authorised -

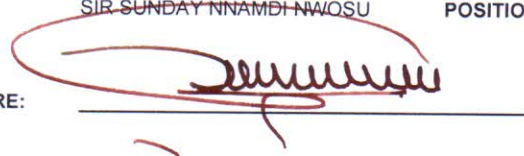
10.1 to seek any information it requires from any employee of the company in order to perform its duties; and

10.2 to obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference;

APPROVAL: This Charter was approved by the Board of Directors of R.T. Briscoe (Nigeria) PLC on September 26, 2017.

NAME: SIR SUNDAY NNAMDI NWOSU **POSITION:** ACTING CHAIRMAN, BOARD OF DIRECTORS

SIGNATURE:



DATE: September 26, 2017